

# **EXHIBIT F**



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# Transcript of Joseph M. Grill

**Date:** February 15, 2023

**Case:** Community Counseling & Mediation Services -v- Oxford Realty & Holdings  
LLC

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February 15, 2023

<p>1 UNITED STATES DISTRICT COURT 2 SOUTHERN DISTRICT OF NEW YORK</p> <p>3 -----x</p> <p>4 C.C.M.S. d/b/a COMMUNITY 5 COUNSELING AND MEDIATION 6 SERVICES, Civil Action No. 7 20-cv-03429(NRB)</p> <p>8 Plaintiff,</p> <p>9 v.</p> <p>10 OXFORD REALTY &amp; HOLDINGS LLC, 11 WEST 27TH STREET REALTY, INC., 12 MARC PATURET, JOSEPH GRILL, 13 MAXIME TOUTON, F. MICHAEL 14 CONTE, NIGEL SHAMASH, and 15 other similarly situated 16 BOARD MEMBERS OF WEST 27th 17 STREET REALTY, INC.,</p> <p>18 Defendants.</p> <p>19 -----x</p> <p>20 DEPOSITION OF:</p> <p>21 JOSEPH M. GRILL</p> <p>22 Conducted Virtually</p> <p>23 Wednesday, February 15, 2023</p> <p>24 10:00 a.m. EST</p> <p>25 Job No. 481380</p> <p>26 Pages 1 - 124</p> <p>27 Reported by: Nancy C. Bendish, CCR, RMR, CRR</p>	<p>1 I N D E X</p> <p>2 WITNESS EXAMINATION</p> <p>3 JOSEPH M. GRILL</p> <p>4 By Ms. Turner.....4</p> <p>5</p> <p>6</p> <p>7</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12 E X H I B I T S</p> <p>13 IDENT. DESCRIPTION PAGE</p> <p>14 Grill TT Cooperative Offering Plan.....113</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
<p>1 A P P E A R A N C E S:</p> <p>2 (All participated remotely via 3 Zoom Videoconference)</p> <p>4 ON BEHALF OF PLAINTIFF CCMS d/b/a COMMUNITY 5 COUNSELING AND MEDIATION SERVICES:</p> <p>6</p> <p>7 BAKER HOSTETLER 8 BY: TARA E. TURNER, ESQ. 9 45 Rockefeller Plaza 10 New York, New York 10111 11 212.589.4200</p> <p>12 ON BEHALF OF DEFENDANTS 27TH STREET REALTY, 13 INC., JOSEPH GRILL, MAXIME TOUTON, 14 F. MICHAEL CONTE:</p> <p>15</p> <p>16 ABRAMS GARFINKEL MARGOLIS BERGSON LLP 17 BY: BARRY G. MARGOLIS, ESQ. 18 1430 Broadway, 17th Floor 19 New York, New York 10018 20 212-201-1170</p> <p>21 ON BEHALF OF DEFENDANT MARK PATURET:</p> <p>22</p> <p>23 BARCLAY DAMON LLP 24 BY: MICHAEL CASE, ESQ. 25 1270 Avenue of the Americas Suite 501 New York, New York 10020 212.784.5800</p> <p>ALSO PRESENT:</p> <p>JOHN GUGARTY, Planet Depos Technician</p>	<p>1 J O S E P H M. G R I L L, having been duly 2 sworn, testified as follows:</p> <p>3 THE REPORTER: Please state your 4 full name for the record.</p> <p>5 THE WITNESS: Joseph Michael 6 Grill.</p> <p>7 THE REPORTER: And where are you 8 presently located?</p> <p>9 THE WITNESS: My physical location 10 right now?</p> <p>11 THE REPORTER: Yes.</p> <p>12 THE WITNESS: In my office at 129 13 West 27th Street, New York City, New York, 14 10001.</p> <p>15 - - -</p> <p>16 EXAMINATION BY MS. TURNER:</p> <p>17 Q. Good morning, Mr. Grill. My name 18 is Tara Turner and I'm going to be taking your 19 deposition today.</p> <p>20 A. Good morning.</p> <p>21 Q. Good morning.</p> <p>22 I represent the plaintiff in this 23 action, Community Counseling and Mediation 24 Services. Right now I'm just going to go over 25 some background information and just general</p>

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<p>5</p> <p>1 rules that we should both try to follow.</p> <p>2 Today we're essentially going to</p> <p>3 have a conversation, but in question and answer</p> <p>4 form. I ask that you answer each of my</p> <p>5 questions truthfully and to the best of your</p> <p>6 knowledge.</p> <p>7 Before answering, please wait</p> <p>8 until I finish asking the question completely,</p> <p>9 because it is difficult for the court reporter</p> <p>10 to capture simultaneous conversation.</p> <p>11 If you do not understand a</p> <p>12 question, please ask me to repeat or rephrase,</p> <p>13 and I'll be happy to do so. Your answers must</p> <p>14 also be audible, so please say yes or no. The</p> <p>15 transcript won't pick up any head nods or other</p> <p>16 gestures.</p> <p>17 And just to go over some</p> <p>18 definitions for you, I mentioned that I</p> <p>19 represent Community Counseling and Mediation</p> <p>20 Services. I may refer to them throughout the</p> <p>21 deposition as CCMS. Do you understand what that</p> <p>22 means?</p> <p>23 <b>A. Yes.</b></p> <p>24 Q. Thank you.</p> <p>25 I may also refer to the defendants</p>	<p>7</p> <p>1 <b>A. I do.</b></p> <p>2 Q. Are you suffering from any medical</p> <p>3 conditions, mental or physical, that would</p> <p>4 prevent you from testifying fully and truthfully</p> <p>5 today?</p> <p>6 <b>A. No.</b></p> <p>7 Q. And are you taking any medications</p> <p>8 or substances that would prevent you from</p> <p>9 testifying fully and truthfully today or would</p> <p>10 otherwise affect your recollection?</p> <p>11 <b>A. No.</b></p> <p>12 Q. Thank you.</p> <p>13 Is there anything else I should be</p> <p>14 aware of that would prevent you from testifying</p> <p>15 fully and truthfully today?</p> <p>16 <b>A. I may ask you to repeat questions,</b></p> <p>17 <b>since I am fully deaf in one ear, and I have</b></p> <p>18 <b>hearing aids that, with electronic media,</b></p> <p>19 <b>sometimes don't come in clearly. So I have</b></p> <p>20 <b>limited hearing in my right ear and total deaf</b></p> <p>21 <b>in my left.</b></p> <p>22 Q. Understood. Thank you for letting</p> <p>23 me know, Mr. Grill, and I will try to speak</p> <p>24 slowly and loudly to avoid any disruptions.</p> <p>25 Mr. Grill, do you understand that</p>
<p>6</p> <p>1 in this matter, which include yourself, Joseph</p> <p>2 Grill, West 27th Street Realty, Inc., Marc</p> <p>3 Paturet, Maxime Touton and Michael Conte. If I</p> <p>4 refer to all defendants, I will use the term</p> <p>5 "defendants" or "the co-op." And if I refer</p> <p>6 more specifically to individual board members, I</p> <p>7 will use their names. Do you understand?</p> <p>8 <b>A. Yes.</b></p> <p>9 Q. Thank you.</p> <p>10 If you need a break for any</p> <p>11 reason, please let me know. I just ask that you</p> <p>12 don't take a break while a question is pending.</p> <p>13 Finally, Mr. Grill, we're going to</p> <p>14 be discussing some topics today related to race</p> <p>15 and ethnicity. I don't mean these questions to</p> <p>16 be insensitive, and certainly if you don't know</p> <p>17 the race or ethnicity of an individual, please</p> <p>18 say that you don't know.</p> <p>19 Mr. Grill, do you understand that</p> <p>20 you are now under oath?</p> <p>21 <b>A. I do.</b></p> <p>22 Q. And do you understand that the</p> <p>23 testimony you are about to give has the same</p> <p>24 force and effect as if you were testifying in a</p> <p>25 courtroom?</p>	<p>8</p> <p>1 the parties agreed to conduct this deposition by</p> <p>2 remote means?</p> <p>3 <b>A. Excuse me, say that. Could you</b></p> <p>4 <b>repeat.</b></p> <p>5 Q. Do you understand that the parties</p> <p>6 agreed to conduct the deposition by remote means</p> <p>7 over the --</p> <p>8 <b>A. Yes. Yes, ma'am.</b></p> <p>9 Q. And you understand that the court</p> <p>10 in this action so ordered your deposition for a</p> <p>11 total of three hours of testimony?</p> <p>12 <b>A. Yes.</b></p> <p>13 Q. Before we jump in, Mr. Grill,</p> <p>14 attending the deposition with us is John from</p> <p>15 Planet Depos, and earlier he put up a test</p> <p>16 exhibit. I may ask John to show exhibits on the</p> <p>17 screen; so I just wanted to give you that heads</p> <p>18 up.</p> <p>19 <b>A. Okay.</b></p> <p>20 Q. Mr. Grill, have you ever been</p> <p>21 deposed before?</p> <p>22 <b>A. Yes, I have.</b></p> <p>23 Q. When were you -- when have you</p> <p>24 been deposed?</p> <p>25 <b>A. I was deposed about a year ago in</b></p>

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<p style="text-align: right;">9</p> <p>1 a case of which I was not a party to but was a  2 witness in, of a partner of mine in Miami that  3 was in a business dispute. And I was deposed  4 about 20 years ago in a case in which my company  5 and a number of other model agencies were sued  6 in -- I think it was in the year 2000, 21, 22  7 years ago.  8 Q. Starting with the deposition that  9 was a year ago in Miami, do you recall what  10 action that was in connection with?  11 A. No. It was a business dispute  12 that my business partner was in with a lender,  13 and because I was on an email chain they asked  14 to take my deposition.  15 Q. And can you just describe the  16 business dispute between your partner and the  17 lender?  18 A. Yeah.  19 MR. MARGOLIS: Objection. You can  20 answer.  21 THE WITNESS: I can?  22 MR. MARGOLIS: Yes.  23 A. Okay. It was a, I believe it was  24 about an interest rate that a lender was  25 charging for a building construction loan that</p>	<p style="text-align: right;">11</p> <p>1 price, what they claimed to be price fixing on  2 models' commissions.  3 Q. At your deposition for that  4 action, what subjects did you testify about?  5 A. My expertise in the model  6 business.  7 Q. Were you an expert in that action?  8 A. I don't recall if I was an expert,  9 but I was the principal of one of the agencies,  10 Click, that was a defendant in the action.  11 Q. Understood. And I'm going to back  12 up to the deposition that was a year ago. You  13 mentioned you testified regarding transfer of  14 property?  15 A. Yeah. I didn't testify as to the  16 transfer of the property, but as to being on the  17 email chain of the transfers that my partner did  18 with her wife that occurred after a period of  19 time of the action that they were involved.  20 Q. And do you recall what the  21 property was or where it was located?  22 A. No. Well, it was in Miami.  23 Q. Thank you.  24 Besides the two depositions that  25 you mentioned, have you ever given testimony in</p>
<p style="text-align: right;">10</p> <p>1 my partner had been involved in, and I was not  2 part of that transaction at all.  3 Q. And what subjects did you testify  4 about in that deposition?  5 A. I testified about the change of  6 the marital status for my partner, who had  7 married her partner and transferred, during that  8 interim period of time that they were in a  9 dispute, her ownership of a property that we  10 owned together into a limited family trust.  11 Q. Okay. The deposition that was  12 roughly 20 years ago, do you recall what action  13 that was?  14 A. I don't recall the name of it.  15 Q. Do you recall what court the  16 action was in?  17 A. Yes, ma'am. It was in Federal  18 Court in New York. I don't remember the name of  19 the case.  20 Q. And can you describe the  21 circumstances of that action?  22 A. Yes. A number of fashion models  23 sued ten of the biggest model agencies in the  24 country, and some of them were the biggest ones  25 in the world, for an antitrust violation of</p>	<p style="text-align: right;">12</p> <p>1 connection with an arbitration or mediation?  2 A. No.  3 Q. And besides the two depositions,  4 have you ever given testimony at trial in a  5 case?  6 A. At trial?  7 Q. Yes.  8 A. No.  9 Q. Thank you.  10 Mr. Grill, what did you do, if  11 anything, to prepare for today's deposition?  12 A. I spoke to my attorney for a  13 little while, who --  14 MR. MARGOLIS: Objection. You  15 don't have to discuss what it is that we did in  16 that discussion. But other than that, you could  17 share with Ms. Turner if there was anything else  18 that you did.  19 A. Yeah. I reviewed a transcript of  20 Michael Conte, and I skimmed through a  21 transcript of, I think, Nigel Shamash. I'm not  22 sure how he pronounces his last name. Shamash,  23 I think.  24 Q. Thank you.  25 Again, I don't want to know about</p>

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<p>13</p> <p>1 any specific conversations you had with the</p> <p>2 attorney, but about how long did you meet with</p> <p>3 your attorney to prepare?</p> <p>4 <b>A. Approximately an hour and a half.</b></p> <p>5 Q. Thank you. Did anyone else</p> <p>6 participate in that call or meeting?</p> <p>7 <b>A. Could you repeat that?</b></p> <p>8 Q. Did anyone else participate in the</p> <p>9 call or meeting you had with your attorney?</p> <p>10 <b>A. No.</b></p> <p>11 Q. Other than your attorney, did you</p> <p>12 meet or speak with anyone else in preparation</p> <p>13 for today's deposition?</p> <p>14 <b>A. No.</b></p> <p>15 Q. Mr. Grill, do you have any</p> <p>16 materials in front of you right now?</p> <p>17 <b>A. I have my cell phone and I have a</b></p> <p>18 <b>yellow pad, and I have a pencil.</b></p> <p>19 Q. Thank you. And is anyone else in</p> <p>20 the room with you?</p> <p>21 <b>A. No.</b></p> <p>22 Q. Thank you.</p> <p>23 Mr. Grill, have you met or spoken</p> <p>24 with counsel for defendant Marc Paturet, who is</p> <p>25 Michael Case on the call with us?</p>	<p>15</p> <p>1 somewhere in Poland, I believe.</p> <p>2 Q. Would you self-identify as</p> <p>3 Caucasian?</p> <p>4 MR. MARGOLIS: Objection.</p> <p>5 <b>A. Are you asking me what I identify</b></p> <p>6 <b>as?</b></p> <p>7 Q. Yes.</p> <p>8 <b>A. A person.</b></p> <p>9 Q. You don't identify with any race</p> <p>10 or ethnicity?</p> <p>11 <b>A. Well, I'm white.</b></p> <p>12 Q. Thank you.</p> <p>13 Can you please describe your</p> <p>14 educational history?</p> <p>15 <b>A. Well, I went to P.S. 150 Queens,</b></p> <p>16 <b>in Sunnyside Queens. I went to Woodside Junior</b></p> <p>17 <b>High School, 125 in Woodside. I went to William</b></p> <p>18 <b>Cullen Bryant High School in Astoria; and I went</b></p> <p>19 <b>to Hunter College of the City of New York in</b></p> <p>20 <b>Manhattan.</b></p> <p>21 Q. Thank you. And what's your</p> <p>22 current occupation?</p> <p>23 <b>A. I oversee the operations of a</b></p> <p>24 <b>model agency and of a talent agency, talent</b></p> <p>25 <b>management firm.</b></p>
<p>14</p> <p>1 <b>A. No.</b></p> <p>2 Q. And have you spoken with any of</p> <p>3 the individual board members, including Marc</p> <p>4 Paturet, Michael Conte, Maxime Touton, about</p> <p>5 today's deposition?</p> <p>6 <b>A. No.</b></p> <p>7 Q. Did you speak with Peter Lehr or</p> <p>8 anyone from Kaled Management about today's</p> <p>9 deposition?</p> <p>10 <b>A. No.</b></p> <p>11 Q. And did you speak with Nigel</p> <p>12 Shamash or Saul Tawil?</p> <p>13 <b>A. It's a tricky one.</b></p> <p>14 <b>No.</b></p> <p>15 Q. Thank you.</p> <p>16 Mr. Grill, I'm just going to ask</p> <p>17 you some simple questions about your background,</p> <p>18 education and employment.</p> <p>19 Can you please describe your race</p> <p>20 and ethnicity for the record.</p> <p>21 <b>A. Human, and I don't know what</b></p> <p>22 <b>ethnicity. One grandparent was born in Odessa,</b></p> <p>23 <b>Russia, one was born in La Blanc (phonetic),</b></p> <p>24 <b>Poland, one was born on the Austrian border, and</b></p> <p>25 <b>one went up, not sure where she was born, but</b></p>	<p>16</p> <p>1 Q. What's the name of the model</p> <p>2 agency and talent management firm?</p> <p>3 <b>A. The model agency is named Click,</b></p> <p>4 <b>C-l-i-c-k, Model Management, Inc.; and the</b></p> <p>5 <b>theatrical management company is Framework</b></p> <p>6 <b>Entertainment, Inc.</b></p> <p>7 Q. And what is your position at each</p> <p>8 of those companies?</p> <p>9 <b>A. I'm the president of each of those</b></p> <p>10 <b>companies.</b></p> <p>11 Q. Thank you.</p> <p>12 What did you do before you became</p> <p>13 president of both of those companies?</p> <p>14 MR. MARGOLIS: Objection.</p> <p>15 <b>A. When before?</b></p> <p>16 Q. Before you became president. So</p> <p>17 starting with your first job before you became</p> <p>18 president of Click Model Management.</p> <p>19 <b>A. My first job was I was a messenger</b></p> <p>20 <b>that delivered EBTs to law firms all over the</b></p> <p>21 <b>city. But then I graduated from high school and</b></p> <p>22 <b>I got another job. I'm not sure what your time</b></p> <p>23 <b>frame that you're looking for is. If you could</b></p> <p>24 <b>be more specific, it would be helpful.</b></p> <p>25 Q. Sure. I'm working backwards from</p>

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<p>17</p> <p>1 when you became president. We'll focus on Click 2 Model first. 3 Working backwards, what was your 4 job immediately before you became president of 5 Click Model? 6 <b>A. I was vice president.</b> 7 Q. And what was your position before 8 you were a vice president at Click Model? 9 <b>A. I oversaw the business affairs of</b> 10 <b>the company.</b> 11 Q. And when did you become president? 12 <b>A. When my mother died.</b> 13 Q. Do you know what year that was? 14 <b>A. 2021. No, I'm wrong. 2019. My</b> 15 <b>father died in 2021.</b> 16 Q. Thank you. 17 When did you become vice 18 president? 19 <b>A. From the start of the company.</b> 20 Q. And when was the company formed? 21 <b>A. August 12, 1980.</b> 22 Q. So, is it fair to say that from 23 roughly 1980 until now you've been working at 24 Click Models as either a vice president or 25 president?</p>	<p>19</p> <p>1 the top floor of 129 West 27th Street? 2 <b>A. Since 1990 -- April, I think it</b> 3 <b>was April 1996.</b> 4 Q. And 129 West 27th Street is the 5 same building that is the subject of this 6 action, correct? 7 <b>A. Yes.</b> 8 Q. Can you describe 129 West 27th 9 Street for me, the logistical layout? 10 MR. MARGOLIS: Objection. 11 <b>A. It's a 12-story, middle-of-the-</b> 12 <b>block structure. I would say the floors are</b> 13 <b>somewhere between 5500 and 6,000 square feet.</b> 14 <b>Two elevators, a roof and a basement. I don't</b> 15 <b>know...</b> 16 Q. Thank you. 17 Going forward, if I refer to 129 18 West 27th Street, and I'm referring to the whole 19 building, I may say "the building." 20 <b>A. Understood.</b> 21 Q. Mr. Grill, how often do you visit 22 the building? 23 MR. MARGOLIS: Objection. 24 <b>A. It depends. I'm in different</b> 25 <b>locations, so when I'm in New York City I visit</b></p>
<p>18</p> <p>1 <b>A. That is correct.</b> 2 Q. And what about the talent 3 management company; when did you become 4 president of that company? 5 <b>A. Probably somewhere around 2006,</b> 6 <b>yeah, when we started it.</b> 7 Q. And did you have another role at 8 the talent management company before you -- 9 <b>A. No. No.</b> 10 Q. Where are the offices located for 11 Click Models? 12 <b>A. 129 West 27th Street, New York</b> 13 <b>City, New York, 10001, 12th floor.</b> 14 Q. Thank you. And what about the 15 talent management company; is that operated from 16 the same location? 17 <b>A. It is.</b> 18 Q. Thank you. And just to keep 19 things simple, going forward if I refer to Click 20 Models, I'm referring to both the model 21 management and the talent management companies, 22 but I think that will just simplify it going 23 forward. 24 <b>A. Understood.</b> 25 Q. How long has Click Models occupied</p>	<p>20</p> <p>1 <b>it anywhere between four and five days a week,</b> 2 <b>but I may very well work from home. I travel,</b> 3 <b>so I'm in and out.</b> 4 Q. Understood. And how often are you 5 in New York City, if you could give a percentage 6 of the year? 7 <b>A. 70 percent.</b> 8 Q. And when you do visit the 9 building, how long do you typically stay? 10 <b>A. It's varied. There's no typical</b> 11 <b>time.</b> 12 Q. Understood. Would you say that 13 you typically stay more than one to two hours? 14 MR. MARGOLIS: Objection. 15 <b>A. I may stay two hours, I may stay</b> 16 <b>two minutes, I may stay six hours. It varies.</b> 17 Q. Okay. Thinking back to when the 18 COVID-19 pandemic began in March 2020, prior to 19 that time were you visiting the building about 20 the same number of times per week? 21 <b>A. Prior to COVID?</b> 22 Q. Yes. 23 <b>A. Yes, I would say that that's a</b> 24 <b>fair synopsis.</b> 25 Q. As we sit here today, besides your</p>



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<p>21</p> <p>1 floor, which is the 12th floor, can you identify 2 the individuals or entities that occupy the 3 remaining floors? 4 <b>A. I could try.</b> 5 Q. Okay. 6 <b>A. Are you asking me to?</b> 7 Q. Yes, please. 8 <b>A. Okay. Hand Held Films has the</b> 9 <b>ground floor, street level and the basement open</b> 10 <b>areas. The second floor is an artist by the</b> 11 <b>name of Donald Baechler who passed away fairly</b> 12 <b>recently, although I don't know the date and I</b> 13 <b>don't know who his heirs are or what provisions</b> 14 <b>were made for the floor.</b> 15 <b>The third floor is also Hand Held</b> 16 <b>Films at this point. 4 and 5 is a structural</b> 17 <b>engineering firm. They may have architects</b> 18 <b>also. That's 4 and 5. 6 is an insurance</b> 19 <b>company, something Conte Pelligrino or something</b> 20 <b>like that, but it's an insurance agency. 7 and</b> 21 <b>8 are empty, as far as I know. 9 and 10 are a</b> 22 <b>wine import/export firm, Touton Limited. 11 was</b> 23 <b>purchased by Touton but I believe it's being</b> 24 <b>renovated now. I don't believe it's occupied.</b> 25 <b>And 12 is myself.</b></p>	<p>23</p> <p>1 Q. Thank you. And your role as a 2 board member, how long have you been a board 3 member of the commercial co-op? 4 <b>A. I don't remember.</b> 5 Q. Would you say you've been a board 6 member for more than five years? 7 MR. MARGOLIS: Objection. 8 <b>A. I've been a board -- sorry. I've</b> 9 <b>been a board member on and off at different</b> 10 <b>periods of time. So, could you repeat the</b> 11 <b>question, please.</b> 12 Q. Would you say that you have been a 13 board member for more than five years total? 14 <b>A. Yes.</b> 15 Q. So, when were you elected for your 16 most recent position as board member? 17 <b>A. I believe it was at the last</b> 18 <b>annual meeting, which would have been a year</b> 19 <b>ago.</b> 20 Q. And prior to that, when was the 21 last time you were elected as a board member? 22 <b>A. I don't recall whether or not we</b> 23 <b>held an election for board members during COVID</b> 24 <b>or we just kept the same board members because</b> 25 <b>most of us were not -- well, I shouldn't say</b></p>
<p>22</p> <p>1 Q. Thank you. 2 You mentioned that the seventh and 3 eighth floors, to your knowledge, are currently 4 empty. Do you know who owns those floors? 5 <b>A. I don't know specifically who the</b> 6 <b>actual owner is. I think it's something called</b> 7 <b>Oxford Realty, but I refer to it as Shamash's</b> 8 <b>floors, Nigel and his father, I think he may</b> 9 <b>have another partner who I don't know.</b> 10 Q. And the building is organized as a 11 co-op, correct? 12 <b>A. As a commercial co-op, yes.</b> 13 Q. And what is your role in 14 connection with the commercial co-op? 15 <b>A. I am a tenant with a proprietary</b> 16 <b>lease. I am on the Board of Directors. I own</b> 17 <b>shares of the co-op; and I am, I believe I'm an</b> 18 <b>officer of the corporation.</b> 19 Q. Starting with your role as a 20 tenant, have you been a tenant since I believe 21 it was 1996? 22 <b>A. I purchased the floor in 1996. I</b> 23 <b>renovated it and we moved in a year later in I</b> 24 <b>think April 20-something, 1997, and we remained</b> 25 <b>here ever since.</b></p>	<p>24</p> <p>1 <b>most of us -- I certainly wasn't in New York</b> 2 <b>nearly as much as I had been prior to that.</b> 3 Q. Understood. 4 So, you're currently a board 5 member of the commercial co-op, correct? 6 <b>A. Correct.</b> 7 Q. And you served as a board member 8 in 2022? 9 <b>A. Yes, I did.</b> 10 Q. Did you serve as that board member 11 in 2021? 12 <b>A. Yes, I did.</b> 13 Q. Did you serve as a board member in 14 2020? 15 <b>A. I believe I did.</b> 16 Q. Did you serve as a board member in 17 2019? 18 <b>A. I believe I did.</b> 19 Q. I'm going to keep going through 20 the years. 21 <b>A. Okay.</b> 22 Q. Is there a time prior to 2019 23 where you did not serve as a board member? 24 <b>A. Prior to 2019?</b> 25 Q. Yes.</p>



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<p>25</p> <p>1 A. Yes, there were years that I was 2 not a board member. 3 Q. Did you serve as a board member in 4 2018? 5 A. I don't recall. 6 Q. Did you serve as a board member in 7 2017? 8 A. I don't recall. 9 Q. Having served as a board member on 10 and off, would you say that you served as a 11 board member for more than ten years total? 12 MR. MARGOLIS: Objection. 13 A. For more than ten years total, is 14 that what you asked? 15 Q. Yes. 16 A. Do we have a frozen screen? 17 Q. I said yes. Did you hear me? 18 A. No, I did not. You were offline 19 for that moment. 20 Q. Oh, I'm sorry. 21 A. Yeah, could you repeat the 22 question. The screen went blank and your audio 23 disappeared. 24 MS. TURNER: Nancy, if you picked 25 up my audio, could you reread the question for</p>	<p>27</p> <p>1 A. No. 2 Q. Are board members of the 3 commercial co-op elected during a certain time 4 of the year? 5 MR. MARGOLIS: Objection. 6 A. They're nominated and confirmed by 7 the member -- the shareholders of the 8 corporation. 9 Q. Does that occur at the same time 10 every year? 11 A. Reasonably around the same time. 12 Q. And what month does that typically 13 occur in? 14 A. Well, it changes because we're all 15 busy and travel and we have different schedules. 16 But I would say somewhere between January 21 and 17 March 30. 18 Q. Thank you. 19 A. In the first quarter of the year. 20 Q. Thank you. 21 And you mentioned that you -- 22 correct me if I'm misstating -- but do you -- 23 actually, strike that. 24 Do you recall if board members 25 were re-elected in 2021?</p>
<p>26</p> <p>1 Mr. Grill. 2 (The following question was read: 3 "Having served as a board member on and off, 4 would you say that you served as a board member 5 for more than ten years total?") 6 A. Yes, I would say that I 7 cumulatively have served ten years or more. 8 Q. Thank you. 9 Have you cumulatively served as a 10 board member for more than 15 years? 11 A. I don't know. 12 Q. Did you serve as a board member in 13 2016? 14 A. I can't recall. 15 Q. Did you serve as a board member in 16 2015? 17 A. I don't know. 18 Q. What was the first year that you 19 served as a board member, if you recall? 20 A. I don't recall the first year. 21 Q. Did you serve as a board member 22 when you purchased the 12th floor in 1996? 23 A. No. 24 Q. Did you serve as a board member 25 when you moved into the 12th floor in 1997?</p>	<p>28</p> <p>1 MR. MARGOLIS: Objection. 2 A. I don't recall. 3 Q. Do you recall if board members 4 were elected in 2020? 5 A. No, I don't recall. 6 Q. And who are the current board 7 members of the commercial co-op for the 8 building? 9 A. I believe they are currently 10 myself, Michael Conte, Marc Paturet, and Maxime 11 Touton. 12 Q. Could you just repeat that name 13 for me, please. 14 A. Sure. Maxime Touton, I believe is 15 how his name is pronounced. Marc, who owns Hand 16 Held Films, myself, and Michael Conte. 17 Q. Thank you. 18 How long has Michael Conte been a 19 board member? 20 A. I don't know exactly. 21 Q. Has he been a board member for 22 more than five years? 23 A. Probably. 24 Q. How long has, and apologies if I'm 25 mispronouncing, but Maxime Touton, how long has</p>

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<p>29</p> <p>1 he been a board member?</p> <p>2 <b>A. We're talking about Marc? Talking</b></p> <p>3 <b>about Hand Held Films?</b></p> <p>4 Q. Sure, we're talking about Marc.</p> <p>5 <b>A. Okay. He's been a board member on</b></p> <p>6 <b>and off also; it hasn't been a consistent period</b></p> <p>7 <b>of time, since he travels quite often. He's</b></p> <p>8 <b>relatively new in the building, all things</b></p> <p>9 <b>considered. So I don't know when he actually</b></p> <p>10 <b>joined the board.</b></p> <p>11 Q. Would you say that he's been a</p> <p>12 board member cumulatively for more than five</p> <p>13 years?</p> <p>14 <b>A. I don't know.</b></p> <p>15 Q. And then the last board member,</p> <p>16 Maxime Touton; is that how you pronounce it?</p> <p>17 <b>A. Touton.</b></p> <p>18 Q. Mr. Touton, how long has he been a</p> <p>19 board member?</p> <p>20 <b>A. I don't know how long Max has been</b></p> <p>21 <b>a board member, but there's been a member from</b></p> <p>22 <b>Touton for a long period of time.</b></p> <p>23 Q. Would you say that there's been a</p> <p>24 board member from Touton Limited for more than</p> <p>25 ten years cumulatively?</p>	<p>31</p> <p>1 race refers to --</p> <p>2 MR. MARGOLIS: Objection.</p> <p>3 Q. -- when we use it in this context?</p> <p>4 MR. MARGOLIS: Objection.</p> <p>5 <b>A. Could you rephrase the question.</b></p> <p>6 <b>I'm not sure how you answer that, how I answer</b></p> <p>7 <b>that question.</b></p> <p>8 Q. Sure. When I ask you for the race</p> <p>9 of an individual, what do you think I mean by</p> <p>10 race?</p> <p>11 <b>A. I don't know what you mean by</b></p> <p>12 <b>race. I know what I mean by race.</b></p> <p>13 Q. Do you know that this action</p> <p>14 involves a claim of racial discrimination?</p> <p>15 <b>A. I heard that, yes.</b></p> <p>16 Q. Do you know what racial</p> <p>17 discrimination is?</p> <p>18 <b>A. I do.</b></p> <p>19 Q. Can you describe what you believe</p> <p>20 racial discrimination is in your own words?</p> <p>21 <b>A. I believe that racial</b></p> <p>22 <b>discrimination is characterizing human beings by</b></p> <p>23 <b>differences in their skin color and their</b></p> <p>24 <b>attitude and where they come from, things like</b></p> <p>25 <b>that.</b></p>
<p>30</p> <p>1 <b>A. I don't know about Max, but there</b></p> <p>2 <b>has been a member of Touton as a board member</b></p> <p>3 <b>for in excess of ten years.</b></p> <p>4 Q. Thank you.</p> <p>5 Can you identify the race and</p> <p>6 ethnicity of each of the existing board members?</p> <p>7 <b>A. Again, human, for race. And</b></p> <p>8 <b>ethnicity, no.</b></p> <p>9 Q. With regards to race, do you know</p> <p>10 if Mr. Conte identifies as White or Caucasian?</p> <p>11 <b>A. I have no idea.</b></p> <p>12 Q. Do you know if Mr. Touton</p> <p>13 identifies as White or Caucasian?</p> <p>14 <b>A. I do not.</b></p> <p>15 Q. And do you know if Marc from Hand</p> <p>16 Held Films identifies as White or Caucasian?</p> <p>17 <b>A. I never had a conversation with</b></p> <p>18 <b>anybody about how they identify; so the answer</b></p> <p>19 <b>is no. Marc also.</b></p> <p>20 Q. What do you mean when you say that</p> <p>21 their race is human?</p> <p>22 <b>A. Each one of the board members is a</b></p> <p>23 <b>member of the human race, so that's how I see</b></p> <p>24 <b>them.</b></p> <p>25 Q. Do you -- what do you believe that</p>	<p>32</p> <p>1 Q. So when I refer to race, do you</p> <p>2 understand that I'm referring to skin color?</p> <p>3 MR. MARGOLIS: Objection, vague.</p> <p>4 <b>A. No, I don't understand that unless</b></p> <p>5 <b>you specify it.</b></p> <p>6 Q. Okay.</p> <p>7 <b>A. I identify as human. All people</b></p> <p>8 <b>are human beings, a member of the same human</b></p> <p>9 <b>race.</b></p> <p>10 Q. Understood. Do you understand if</p> <p>11 I was asking for someone's species, that that</p> <p>12 would be human?</p> <p>13 MR. MARGOLIS: Objection.</p> <p>14 <b>A. I don't know what you're referring</b></p> <p>15 <b>to.</b></p> <p>16 Q. Does Mr. Conte present as a white</p> <p>17 man?</p> <p>18 MR. MARGOLIS: Objection.</p> <p>19 <b>A. He projects as a man. His skin</b></p> <p>20 <b>color is, on the spectrum of skin colors, is to</b></p> <p>21 <b>the lighter side of the spectrum of skin color.</b></p> <p>22 <b>I don't know what he identifies as, himself.</b></p> <p>23 Q. Would it be inaccurate to say that</p> <p>24 Mr. Conte is black?</p> <p>25 MR. MARGOLIS: Objection.</p>

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<p>33</p> <p>1 <b>A. You know, if I was blind, the</b>  2 <b>answer would be probably, but I wouldn't know.</b>  3 <b>You know what, I'm not sure what you're trying</b>  4 <b>to get at. Can you be more specific and just</b>  5 <b>say what you want to say? Maybe I could get you</b>  6 <b>an answer that might make more sense to you.</b>  7 Q. I'm just asking if you know the  8 race of the other board members. I'm not asking  9 for the species, which would be human. And I'm  10 also trying to establish that through your own  11 eyes you can recognize that none of the board  12 members are black.  13 <b>A. I don't know that to be the case.</b>  14 Q. Have there always been four board  15 members of the commercial co-op?  16 <b>A. No.</b>  17 Q. When was the last time there were  18 more or less than four board members?  19 <b>A. Probably in 2021.</b>  20 MR. MARGOLIS: There's somebody in  21 the background someplace. I don't know where  22 that is.  23 THE WITNESS: Not mine.  24 MS. TURNER: It's not me.  25 MR. MARGOLIS: Anybody else</p>	<p>35</p> <p>1 Q. And how many board members were  2 there in 2020?  3 <b>A. I believe there were five.</b>  4 Q. Were they the same individuals as  5 were board members in 2021?  6 <b>A. I think they were.</b>  7 Q. And who is currently the board  8 president?  9 <b>A. Marc from Hand Held Films.</b>  10 Q. How long had Marc been board  11 president in a consistent -- simultaneous?  12 <b>A. I would say three years, possibly.</b>  13 Q. Was Marc board president in 2020?  14 <b>A. I don't remember.</b>  15 Q. Was Marc board president in 2021?  16 <b>A. Yes.</b>  17 Q. Have you ever been board  18 president?  19 <b>A. Yes.</b>  20 Q. When were you board president?  21 <b>A. A long time ago. We're in 2023.</b>  22 <b>I don't know the exact dates; somewhere in</b>  23 <b>probably 2012, 2014.</b>  24 Q. What were your responsibilities  25 when you were board president?</p>
<p>34</p> <p>1 hearing it?  2 THE REPORTER: Yes.  3 MR. MARGOLIS: Nancy, you hear it?  4 THE REPORTER: It was coming from  5 Mr. Case, I believe, his background.  6 MR. MARGOLIS: Mr. Case...  7 THE REPORTER: Sorry to rat.  8 MR. MARGOLIS: You ratted him out.  9 THE REPORTER: I did.  10 MR. MARGOLIS: Sorry, Michael.  11 All right. Sorry for the  12 interruption. I just wanted to make sure that  13 it wasn't interfering with anything.  14 MS. TURNER: Thank you.  15 BY MS. TURNER:  16 Q. Mr. Grill, how many board members  17 of the commercial co-op were there in 2021?  18 <b>A. There were five.</b>  19 Q. And who were the board members in  20 2021?  21 <b>A. Marc, myself, Michael Conte, Max</b>  22 <b>Touton, and Eric Doctormann, I believe.</b>  23 Q. And why is Mr. Doctormann no  24 longer a board member?  25 <b>A. He sold his floor and moved out.</b></p>	<p>36</p> <p>1 <b>A. To open the annual meeting and</b>  2 <b>close the annual meeting. I was also a</b>  3 <b>signatory on a refi of a mortgage that the</b>  4 <b>building did. I don't remember the year.</b>  5 Q. Were there any other  6 responsibilities as board president that are  7 different from being a board member?  8 <b>A. No.</b>  9 Q. What are your responsibilities as  10 a board member of a commercial co-op?  11 <b>A. To oversee the finances of the</b>  12 <b>building, to make sure that it's running in a</b>  13 <b>very clean operating way, to protect the</b>  14 <b>interests of all the shareholders as best as you</b>  15 <b>can, and to meet once a year to discuss and</b>  16 <b>review the quality of repairs and maintenance</b>  17 <b>that are being done.</b>  18 Q. Do board members have any  19 responsibilities in connection with sublease  20 applicants?  21 <b>A. Yes.</b>  22 Q. And what are board members'  23 responsibilities for subleasing at the building?  24 <b>A. To review applications for -- or</b>  25 <b>an application for a sublease, and to meet with</b></p>

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<p>37</p> <p>1 the potential tenant. Although because we're</p> <p>2 really, I don't know, ten out of twelve floors</p> <p>3 are owner-occupied, it rarely, if ever, happens,</p> <p>4 that part of it.</p> <p>5 Q. How many applications to sublease</p> <p>6 have you considered in the elected years you've</p> <p>7 been a board member?</p> <p>8 A. I don't know exactly.</p> <p>9 Q. Have you considered more than one</p> <p>10 sublease applicant?</p> <p>11 A. Probably.</p> <p>12 Q. But you're not sure of the exact</p> <p>13 number?</p> <p>14 A. No. I may not have been on the</p> <p>15 board when there was another application, other</p> <p>16 than the one we're referring to in this action.</p> <p>17 Q. What's the process to consider a</p> <p>18 sublease applicant?</p> <p>19 A. As I understand it, the applicant</p> <p>20 gives the management company a packet of -- a</p> <p>21 package of their financials, whatever is</p> <p>22 requested of them. It goes to the management</p> <p>23 company that vests -- that looks over the</p> <p>24 packages and makes a determination whether or</p> <p>25 not the board should look at the potential</p>	<p>39</p> <p>1 MR. MARGOLIS: Objection.</p> <p>2 A. I don't quite understand the</p> <p>3 question.</p> <p>4 Q. Did someone tell you about the</p> <p>5 process for considering sublease applicants?</p> <p>6 A. No.</p> <p>7 Q. Then where did you learn about the</p> <p>8 process?</p> <p>9 A. I was asked to attend a meeting to</p> <p>10 determine whether or not a sublet was going to</p> <p>11 be acceptable to the building, the Board of</p> <p>12 Directors.</p> <p>13 Q. And who asked you to attend that</p> <p>14 meeting?</p> <p>15 A. I think Peter Lehr from the</p> <p>16 management company.</p> <p>17 Q. Did Peter tell you what the</p> <p>18 process was and the factors to consider for the</p> <p>19 sublease process?</p> <p>20 A. No.</p> <p>21 Q. Where did you learn about the</p> <p>22 factors to consider for the sublease applicant?</p> <p>23 MR. MARGOLIS: Objection.</p> <p>24 A. Those are my factors.</p> <p>25 Q. What did you base those factors</p>
<p>38</p> <p>1 sublet tenant, and then pass on the information</p> <p>2 to the board.</p> <p>3 Q. And what does the board do with</p> <p>4 that information?</p> <p>5 A. I guess they analyze it in</p> <p>6 relation to whether or not it fits with the</p> <p>7 profile of the building.</p> <p>8 Q. And what do they consider -- what</p> <p>9 factors do they consider to see if the applicant</p> <p>10 will fit with the profile of the building?</p> <p>11 A. Usage, taxing of the</p> <p>12 infrastructure, numbers of people that will be</p> <p>13 coming to the building in order to use the</p> <p>14 facilities, hours of operation, renovations that</p> <p>15 they would require. That's pretty much it.</p> <p>16 Q. Is there a formal meeting held to</p> <p>17 consider an applicant?</p> <p>18 A. One that I was involved in, yes.</p> <p>19 Q. Have you ever been involved in any</p> <p>20 other meetings to consider a sublease applicant,</p> <p>21 other than the one that is the subject of this</p> <p>22 action?</p> <p>23 A. I don't believe I have, no.</p> <p>24 Q. And where did your understanding</p> <p>25 of the sublease process come from?</p>	<p>40</p> <p>1 on?</p> <p>2 A. On whether or not the sublet</p> <p>3 tenant would be acceptable to the building.</p> <p>4 Q. Well, were there any documents or</p> <p>5 anything that described the process for</p> <p>6 considering a sublease applicant?</p> <p>7 A. Not that I have ever seen.</p> <p>8 Q. You mentioned Peter Lehr from the</p> <p>9 management company. Is that company, and I may</p> <p>10 be mispronouncing it, Kaled Management?</p> <p>11 A. Yes, I believe it is.</p> <p>12 Q. And how long has Kaled been the</p> <p>13 management company for the building?</p> <p>14 A. The exact amount of time I don't</p> <p>15 know.</p> <p>16 Q. Would you say that Kaled had been</p> <p>17 the management company for the building more</p> <p>18 than five years?</p> <p>19 A. Yes, I would say more than five</p> <p>20 years.</p> <p>21 Q. Would you say they've been the</p> <p>22 management company for more than ten years?</p> <p>23 A. No, I don't believe they have.</p> <p>24 Q. What kind of responsibilities does</p> <p>25 Kaled have as the manager of the building?</p>

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<p>41</p> <p>1 A. They have quite a number of</p> <p>2 responsibilities. They're responsible for</p> <p>3 collecting the maintenance from every floor,</p> <p>4 keeping the finances and financials of the</p> <p>5 company in order. They are responsible for</p> <p>6 repairs and maintenance on the outsides of the</p> <p>7 building, meaning the parts that are not the</p> <p>8 interiors of the individual owners. So,</p> <p>9 whatever is common to the building.</p> <p>10 They oversee the person who works</p> <p>11 in the building, the super. They oversee his</p> <p>12 hours and pay. They negotiate on behalf of the</p> <p>13 building with contractors; and they keep track</p> <p>14 of the work schedules and completion of any</p> <p>15 contracting and upgrades to the infrastructure</p> <p>16 and the structure itself that we require. There</p> <p>17 may be some other things, but that's pretty much</p> <p>18 it.</p> <p>19 Q. Thank you.</p> <p>20 Who managed the building before</p> <p>21 Kaled?</p> <p>22 A. Could you repeat that?</p> <p>23 Q. Who managed the building before</p> <p>24 Kaled?</p> <p>25 A. A gentleman by the name of</p>	<p>43</p> <p>1 A. When we have an annual meeting,</p> <p>2 when there is construction being done on the</p> <p>3 premises and he comes around to investigate, or</p> <p>4 to oversee, I should say, and watch out for the</p> <p>5 contractors doing the job they need to do. When</p> <p>6 we have a break-in or a leak of some kind and</p> <p>7 maintenance is required.</p> <p>8 So, I might not see him for seven</p> <p>9 months, and I might see him five days in a row.</p> <p>10 Q. Understood. And is Peter Lehr</p> <p>11 still the liaison between the management company</p> <p>12 and the shareholders and board members?</p> <p>13 A. He's the only one I've ever spoken</p> <p>14 to from Lehr -- from Kaled; so, the answer is</p> <p>15 yes.</p> <p>16 Q. Thank you.</p> <p>17 And did Peter serve any role in</p> <p>18 connection with the building before Kaled took</p> <p>19 over management?</p> <p>20 A. No.</p> <p>21 MR. MARGOLIS: Tara, when it's a</p> <p>22 good time, could we just take a two,</p> <p>23 three-minute break?</p> <p>24 MS. TURNER: Yes. Then I can yell</p> <p>25 at my colleagues out in the hall that are being</p>
<p>42</p> <p>1 Israel -- I don't remember his last name. It</p> <p>2 was a while ago.</p> <p>3 Q. Do you know how long this</p> <p>4 gentleman Israel managed the building?</p> <p>5 A. I don't exactly.</p> <p>6 Q. Was Israel the manager when you</p> <p>7 purchased the top floor in the building?</p> <p>8 A. No.</p> <p>9 Q. Who managed the building in 1996</p> <p>10 when you purchased the 12th floor?</p> <p>11 A. I believe it was self-managed.</p> <p>12 Q. Other than Israel and Kaled, have</p> <p>13 there been any other management companies</p> <p>14 involved with the building?</p> <p>15 A. I don't think so.</p> <p>16 Q. What is Peter Lehr's role in</p> <p>17 connection with Kaled and the building?</p> <p>18 MR. MARGOLIS: Objection.</p> <p>19 A. He's the -- as far as -- he's the</p> <p>20 liaison between the management company and the</p> <p>21 building at 129 West 27th Street. I don't know</p> <p>22 what his relation is to Kaled, but that's my</p> <p>23 answer.</p> <p>24 Q. How often do you interact with</p> <p>25 Peter Lehr?</p>	<p>44</p> <p>1 noisy.</p> <p>2 MR. MARGOLIS: I don't hear them.</p> <p>3 Why don't we take a few minutes and then we'll</p> <p>4 come back, if that's okay.</p> <p>5 MS. TURNER: Good.</p> <p>6 (Recess 10:56-11:00 a.m.)</p> <p>7 BY MS. TURNER:</p> <p>8 Q. Mr. Grill, what type of actions</p> <p>9 require board approval?</p> <p>10 A. Say that again.</p> <p>11 Q. What type of actions by the co-op</p> <p>12 require board approval?</p> <p>13 A. Buying and selling of a floor,</p> <p>14 renting one of the floors, although everybody is</p> <p>15 owner-occupied besides 7 and 8, so it's only</p> <p>16 that one time that it would happen.</p> <p>17 Expenditures, capital expenditures such as</p> <p>18 painting, roof repair, anything that affects the</p> <p>19 internal structure of the building. The hiring</p> <p>20 or engaging, I should say, of a management</p> <p>21 company. Hiring of a -- or approval of a hiring</p> <p>22 of a consultant who might be working on a</p> <p>23 furnace. Things like that nature.</p> <p>24 Q. You mentioned buying and selling.</p> <p>25 What's the process to approve the purchase or</p>



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<p style="text-align: right;">45</p> <p>1 sale of one of the floors in the building?</p> <p>2 <b>A. A prospective buyer would submit</b></p> <p>3 <b>their financials to the management company, who</b></p> <p>4 <b>would then send it off to the board, and get</b></p> <p>5 <b>them -- getting bank approvals if they were</b></p> <p>6 <b>purchasing it with a mortgage. Meeting the</b></p> <p>7 <b>prospective purchaser in person; understanding</b></p> <p>8 <b>the usage of the floor or floors that they were</b></p> <p>9 <b>going to purchase. And pretty much that would</b></p> <p>10 <b>sum it up.</b></p> <p>11 <b>Q. Is that process different than the</b></p> <p>12 <b>process for considering sublease applicants?</b></p> <p>13 <b>A. Well, we've only had one sublease</b></p> <p>14 <b>applicant that I'm -- you know. So, and we've</b></p> <p>15 <b>had many more purchase and sales than we have</b></p> <p>16 <b>sublease applicants.</b></p> <p>17 <b>Q. So is the process the same or</b></p> <p>18 <b>different?</b></p> <p>19 <b>A. Well, it's somewhat different.</b></p> <p>20 <b>The nature of the relationship is different.</b></p> <p>21 <b>Q. How so?</b></p> <p>22 <b>A. Well, somebody is becoming a</b></p> <p>23 <b>partner when they buy shares in the building, in</b></p> <p>24 <b>the co-op, I should say. And when they're a</b></p> <p>25 <b>tenant, they are not your partner; they have a</b></p>	<p style="text-align: right;">47</p> <p>1 <b>construction project was going to entail,</b></p> <p>2 <b>because we wanted to make sure that -- well, I</b></p> <p>3 <b>wanted to make sure that it was not going to</b></p> <p>4 <b>be -- have an impact on the 12th floor, in terms</b></p> <p>5 <b>of renovation. Demolition in the building can</b></p> <p>6 <b>be messy. When you're the floor that is right</b></p> <p>7 <b>above or right below, the impact is greater than</b></p> <p>8 <b>anywhere else in the building. He owns the</b></p> <p>9 <b>floor below, so for him it wasn't an issue; he</b></p> <p>10 <b>would figure it out. But we, at the meeting,</b></p> <p>11 <b>were pretty clear about what -- how they were</b></p> <p>12 <b>going to do the demolition and what facilities</b></p> <p>13 <b>they were going to use and at what time to do</b></p> <p>14 <b>the construction part of the renovation of the</b></p> <p>15 <b>11th floor.</b></p> <p>16 <b>Q. How was Touton's purchase of the</b></p> <p>17 <b>11th floor approved?</b></p> <p>18 <b>MR. MARGOLIS: Objection.</b></p> <p>19 <b>A. We said okay. I'm not sure what</b></p> <p>20 <b>you're referring to.</b></p> <p>21 <b>Q. Did the board members cast a vote</b></p> <p>22 <b>to approve or deny?</b></p> <p>23 <b>A. Yes, we voted.</b></p> <p>24 <b>Q. And how many board members voted</b></p> <p>25 <b>in total?</b></p>
<p style="text-align: right;">46</p> <p>1 <b>contractual relationship with the person that</b></p> <p>2 <b>has the proprietary lease for the floor that</b></p> <p>3 <b>they would like to sublet.</b></p> <p>4 <b>Q. You mentioned earlier that Touton</b></p> <p>5 <b>Limited purchased the 11th floor.</b></p> <p>6 <b>A. Yes.</b></p> <p>7 <b>Q. Can you describe the process of</b></p> <p>8 <b>considering the purchase of that floor, the 11th</b></p> <p>9 <b>floor.</b></p> <p>10 <b>A. Well, he owned two floors in the</b></p> <p>11 <b>building, 9 and 10. So he submitted a package</b></p> <p>12 <b>to the management company and to the board, and</b></p> <p>13 <b>then to the board, for the purchase of the 11th</b></p> <p>14 <b>floor. He supplied his financials to make sure</b></p> <p>15 <b>that he was going to be able to afford the</b></p> <p>16 <b>maintenance on three floors, as opposed to two.</b></p> <p>17 <b>He was -- he submitted his construction project</b></p> <p>18 <b>and renovation ideas, and the board approved it</b></p> <p>19 <b>based on what he submitted.</b></p> <p>20 <b>Q. Was there a meeting or interview</b></p> <p>21 <b>to consider Touton's purchase of the 11th floor?</b></p> <p>22 <b>A. There was no interview. We knew</b></p> <p>23 <b>him very well. In fact, he was in the building</b></p> <p>24 <b>when I got here. So, that was not necessary.</b></p> <p>25 <b>We did meet about what the</b></p>	<p style="text-align: right;">48</p> <p>1 <b>A. There were four of us that voted</b></p> <p>2 <b>because they had to -- well, I actually</b></p> <p>3 <b>suggested, and I thought it was the right thing</b></p> <p>4 <b>to do, that they recuse themselves from voting</b></p> <p>5 <b>since they were on the same side of the trade,</b></p> <p>6 <b>and it was unanimous to approve it. They're</b></p> <p>7 <b>really good partners and they build beautiful</b></p> <p>8 <b>space.</b></p> <p>9 <b>So, there was no issue. As soon</b></p> <p>10 <b>as they were willing to seal up the -- for the</b></p> <p>11 <b>purposes of demolition, make sure that none of</b></p> <p>12 <b>the airborne waste would travel up through the</b></p> <p>13 <b>elevator shafts, that was the only concern that</b></p> <p>14 <b>I had, and it was unanimously approved.</b></p> <p>15 <b>Q. And you said four board members</b></p> <p>16 <b>voted. Would that be yourself, Marc, Mr. Conte,</b></p> <p>17 <b>and Mr. Doctormann?</b></p> <p>18 <b>A. Yes.</b></p> <p>19 <b>Q. Thank you.</b></p> <p>20 <b>Is there a certain number of board</b></p> <p>21 <b>members required to attend a meeting to consider</b></p> <p>22 <b>the purchase of one of the floors in the</b></p> <p>23 <b>building?</b></p> <p>24 <b>A. I don't know.</b></p> <p>25 <b>Q. And is there a certain number of</b></p>

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<p>49</p> <p>1 votes that are required to approve the purchase 2 of one of the floors in the building?</p> <p>3 <b>A. The majority of the board would be 4 required to approve the purchase of one of the 5 floors, although we try to do everything by 6 unanimous consent, and I haven't had an 7 experience where that wasn't the case.</b></p> <p>8 Q. Why does the board try to do 9 everything by unanimous consent?</p> <p>10 <b>A. It doesn't have to. The only 11 thing that's required is majority. But I like 12 to have unanimous consent because, I mean -- 13 it's not required, but I prefer it.</b></p> <p>14 Q. Why do you prefer unanimous 15 consent?</p> <p>16 <b>A. Because we're partners and I think 17 that everybody who's a partner has the right to 18 express themselves and to address issues that 19 they may have on an open and free basis.</b></p> <p>20 Q. So if one partner was opposed to a 21 purchase or sale, would you vote in opposition 22 to that purchase?</p> <p>23 <b>A. I can't speculate as to what I 24 would do at a time, without having a specific 25 instance to talk about.</b></p>	<p>51</p> <p>1 Q. I'm sorry, is your testimony that 2 you've approved eight purchases of --</p> <p>3 <b>A. I think so.</b></p> <p>4 Q. I just want to make sure I 5 understood.</p> <p>6 <b>A. Yeah.</b></p> <p>7 Q. Has anyone in those eight 8 purchases that you've approved, were any of the 9 purchasers unaffiliated with the building, so 10 did not already own a floor in the building?</p> <p>11 <b>A. Yes.</b></p> <p>12 Q. Do you recall who the purchasers 13 were?</p> <p>14 <b>A. Hand Held Films was not in the 15 building, and they came to the building to 16 purchase. 4 and 5, the structural firm, the 17 engineering firm, was not originally in the 18 building. They purchased the fourth and fifth 19 floors. 11 was purchased after the original 20 owner when I came in, Mr. Doctormann purchased 21 his floor. Mr. Conte purchased his. And also 22 2, actually, Donald Baechler also purchased the 23 floor after I had already come in.</b></p> <p>24 Q. What was the process to approve 25 Hand Held Films's purchase of their floors?</p>
<p>50</p> <p>1 Q. Has the process to consider 2 purchase or sale of the floors changed over 3 time?</p> <p>4 <b>A. The process, no.</b></p> <p>5 Q. How many purchases -- I'll just 6 say purchase because it's both a sale and a 7 purchase.</p> <p>8 <b>A. Okay.</b></p> <p>9 Q. How many times have you approved 10 or denied a purchase of one of the floors in the 11 building, as a board member?</p> <p>12 <b>A. Probably eight.</b></p> <p>13 Q. And of those eight times, how many 14 times have you denied a purchase of one of the 15 floors?</p> <p>16 <b>A. I don't recall.</b></p> <p>17 Q. Have you ever denied the purchase 18 of one of the floors in the building?</p> <p>19 <b>A. I don't remember. Real estate 20 agents bring people to the board, you know. 21 There hasn't been any turnover in a very long 22 time, so I don't recall whether or not we turned 23 anybody down. I only can tell you that there 24 are eight ones that I approved. I don't know 25 what you're asking, exactly.</b></p>	<p>52</p> <p>1 <b>A. They, Marc had come in, had a 2 meeting, described what the business that he was 3 going to do in the building. He had to be 4 pretty specific about it. He submitted his 5 financials, which were approved. And I think he 6 actually -- I'm not sure if he had two meetings, 7 but he definitely had one with the board.</b></p> <p>8 Q. And what about Mr. Conte, when he 9 purchased -- when his organization purchased the 10 sixth floor?</p> <p>11 <b>A. I don't recall the meeting itself, 12 but he came in also with a -- he had -- I don't 13 know if it was his partner, but a younger fellow 14 who was with him, two of them came together. 15 And they described what they were going to do on 16 the sixth floor and the business that they were 17 in. They also submitted their financials.</b></p> <p>18 Q. What about the structural 19 engineers, architects, for the fourth and fifth 20 floor, what was that process for approving?</p> <p>21 <b>A. Basically the same process. I 22 think there were two of the principals that came 23 to meet with us. I don't remember, they've been 24 here for a while, I don't remember it, but they 25 came for a meeting and submitted their</b></p>



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<p>53</p> <p>1 <b>financials, described what they were going to do</b>  2 <b>in the space. No different than the others.</b>  3 Q. And was it a similar process with  4 the 11th floor when Mr. Doctormann was  5 purchasing it?  6 <b>A. Yes.</b>  7 Q. And how did you learn about the  8 process to approve purchases of floors in the  9 building?  10 <b>A. I went to a meeting and, you know,</b>  11 <b>there's a learning curve. So, I learned it.</b>  12 Q. Did someone tell you about the  13 process?  14 <b>A. There's no class -- I mean, I</b>  15 <b>didn't go to NYU Real Estate for Board Meetings,</b>  16 <b>if that's what you're asking.</b>  17 Q. Did someone tell you about the  18 process for approving --  19 <b>A. Yes. Yes.</b>  20 Q. Who told you?  21 <b>A. I have no idea.</b>  22 Q. Was it another board member?  23 <b>A. I don't recall who told me how it</b>  24 <b>works.</b>  25 Q. Did you review any documents that</p>	<p>55</p> <p>1 <b>A. No. No.</b>  2 Q. I want to shift gears back to the  3 general process to approve or deny sublease  4 applicants.  5 Do you know where the requirement  6 for board approval for sublease, do you know  7 where that requirement is?  8 MR. MARGOLIS: Objection.  9 <b>A. Yeah, it's in the docs, the</b>  10 <b>building docs, the operating building documents.</b>  11 Q. And is board approval the only  12 way, a vote of board approval, is that the only  13 way to approve a sublease applicant?  14 <b>A. As far as I know.</b>  15 Q. When does the Board of Directors  16 first get involved when there is a potential  17 sublease applicant?  18 <b>A. Could you repeat the question,</b>  19 <b>please.</b>  20 Q. When does the Board of Directors  21 get involved when there is a potential sublease  22 applicant?  23 <b>A. When we're asked to attend a board</b>  24 <b>meeting to review or meet a potential tenant.</b>  25 <b>Like I said, it's only happened once, so there's</b></p>
<p>54</p> <p>1 indicated the process for approving purchases of  2 the building?  3 <b>A. No.</b>  4 Q. Do shareholders have any rights as  5 far as approving or denying the purchase of  6 floors in the building?  7 <b>A. Do they have any rights? Could</b>  8 <b>you define "rights" for me?</b>  9 Q. Sure. Can they take any action;  10 for example, a vote to approve or deny, you  11 know, voice their opinions.  12 <b>A. They certainly have the right to</b>  13 <b>express their opinion, like everybody does.</b>  14 <b>It's pretty obvious when somebody is looking to</b>  15 <b>sell their floor.</b>  16 Q. But can shareholders cast a vote  17 in the process for purchasing floors?  18 <b>A. It's a Board of Directors'</b>  19 <b>decision as to accept or reject a potential</b>  20 <b>buyer. But I would certainly consider all of my</b>  21 <b>partners' and shareholders' who are not on the</b>  22 <b>board opinion as to what is in the best interest</b>  23 <b>of the building. But they don't have a right.</b>  24 Q. So they can't vote on whether to  25 approve or deny the purchase of any floors?</p>	<p>56</p> <p>1 <b>no regular process that goes on. Happens one</b>  2 <b>time, so the next time we'll have something to</b>  3 <b>base the next process on.</b>  4 Q. You mentioned that the seventh and  5 eighth floors owned by Oxford are currently  6 unoccupied. Have they ever been occupied by a  7 tenant?  8 <b>A. Yes.</b>  9 Q. When?  10 <b>A. When Oxford bought -- when Oxford</b>  11 <b>bought the floor, they occupied it.</b>  12 Q. What floor did they occupy, did  13 Oxford occupy?  14 <b>A. I don't remember. 7 or 8.</b>  15 Q. Do you know when they purchased  16 the seventh and eighth floors?  17 <b>A. I don't remember.</b>  18 Q. Does around 2004 sound right?  19 <b>A. I would be guessing, and I don't</b>  20 <b>know.</b>  21 Q. Understood.  22 Do you know how long Oxford  23 occupied either the seventh or eighth floor  24 after purchasing it?  25 <b>A. I think for a couple of years.</b></p>

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<p>57</p> <p>1 Q. Were there any other tenants in 2 the seventh or eighth floor during or after 3 Oxford occupied one of them? 4 <b>A. Yes.</b> 5 Q. Who? 6 <b>A. I don't know the name of the 7 company, but they were a gaming company that 8 were electronic games.</b> 9 Q. Do you know what floor they -- 10 <b>A. Software. Software.</b> 11 Q. Do you know what floor the 12 software company occupied? 13 <b>A. I don't remember.</b> 14 Q. How long did the software company 15 occupy the seventh or eighth floor in the 16 building? 17 <b>A. Maybe 18 months.</b> 18 Q. When did the software company 19 first occupy the seventh or eighth floor in the 20 building? 21 <b>A. Before COVID. Exact period of 22 time I don't remember.</b> 23 Q. When did the software company 24 leave the seventh or eighth floor in the 25 building?</p>	<p>59</p> <p>1 Q. Did they occupy the seventh or 2 eighth floor in 2018? 3 <b>A. I don't recall.</b> 4 Q. What was the process to approve 5 the software company to rent the seventh or 6 eighth floor? 7 <b>A. I don't recall specifically, but 8 it was the same thing.</b> 9 <b>See, the thing was that Shamash 10 still had occupancy. So he was on, or at least 11 he claimed he was, operating his business out of 12 that space. So it was still tenant owner- 13 occupied and he sublet the space. We approved 14 it based on the fact that their financials were 15 okay and he was going to be responsible for the 16 daily operations of his subtenant.</b> 17 Q. Were you a board member when the 18 software company was approved to sublease the 19 seventh or eighth floor? 20 <b>A. I don't remember if I was.</b> 21 Q. Was anyone from the software 22 company interviewed as part of their application 23 to sublease the seventh or eighth floor? 24 <b>A. I never interviewed them. I don't 25 know if the board, other members did, but I did</b></p>
<p>58</p> <p>1 <b>A. I don't know the exact date, but 2 before COVID.</b> 3 Q. When you say before COVID -- 4 <b>A. Before March 2020 they were gone 5 already.</b> 6 Q. Were they gone within a year of 7 March 2020? 8 <b>A. I believe so.</b> 9 Q. 2019? 10 <b>A. Probably. No, definitely, yes, 11 definitely they were gone before then. Because 12 my mother had died then and they were already 13 gone from the building in 2019.</b> 14 Q. Was the software company occupying 15 the seventh or eighth floor in March of 2018? 16 <b>A. I don't remember.</b> 17 Q. So is it fair to say sometime in 18 2018 or the first quarter of 2019, but before 19 March 2019, the software company was occupying 20 the seventh or eighth floor? 21 <b>A. No, it was before that.</b> 22 Q. So when was the software company 23 occupying the seventh or eighth floor? 24 <b>A. The exact dates I don't know, but 25 it was definitely prior to 2019.</b></p>	<p>60</p> <p>1 <b>not.</b> 2 Q. Did you ever meet anyone from the 3 software company that rented the seventh or 4 eighth floor? 5 <b>A. I don't know if I've met any 6 principals. I met people who worked there in 7 the elevator.</b> 8 Q. Do you know why the software 9 company only occupied the floor, one of the 10 floors for 18 months? 11 <b>A. I don't know.</b> 12 Q. Do you recall how long the 13 sublease was to occupy the seventh or eighth 14 floor, the sublease with the software company? 15 <b>A. I don't. I never saw it.</b> 16 Q. Would the board typically review a 17 sublease agreement in considering a sublease 18 applicant? 19 <b>A. The management company would 20 review the package, you know, the filing for an 21 application process. The lease itself, somebody 22 may want to see it. I never have.</b> 23 Q. We talked a little bit about 24 Kaled's role in the sublease process. 25 <b>A. Whose role?</b></p>

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<p>61</p> <p>1 Q. Kaled. I'm sorry.</p> <p>2 A. <b>Oh, Kaled, yes.</b></p> <p>3 Q. I'm not sure I'm pronouncing it</p> <p>4 correct.</p> <p>5 A. <b>Kaled, yeah.</b></p> <p>6 Q. Does Kaled make a recommendation</p> <p>7 whether to approve or deny a sublease applicant?</p> <p>8 A. <b>We've only had one that required</b></p> <p>9 <b>it; so, no, they get the finances and whether or</b></p> <p>10 <b>not, I guess, the construction that they're</b></p> <p>11 <b>intending to do is compatible with the</b></p> <p>12 <b>building's infrastructure. But, no, they don't</b></p> <p>13 <b>make any recommendation one way or the other, or</b></p> <p>14 <b>didn't in this case. Not to me.</b></p> <p>15 Q. Was Kaled managing the building</p> <p>16 when the software company subleased the seventh</p> <p>17 or eighth floor?</p> <p>18 A. <b>I don't remember.</b></p> <p>19 Q. Did the software company submit a</p> <p>20 sublease application for the seventh or eighth</p> <p>21 floor?</p> <p>22 A. <b>I don't know. I never saw one.</b></p> <p>23 Q. Did you vote to approve or deny</p> <p>24 the sublease with the software company?</p> <p>25 MR. MARGOLIS: Objection.</p>	<p>63</p> <p>1 to conduct a phone interview?</p> <p>2 MR. MARGOLIS: Objection.</p> <p>3 A. <b>Would it be willing to?</b></p> <p>4 Q. Yes.</p> <p>5 A. <b>I can speak for myself. I</b></p> <p>6 <b>probably wouldn't.</b></p> <p>7 Q. Would not?</p> <p>8 A. <b>I would rather meet the person</b></p> <p>9 <b>that's going to be occupying the space.</b></p> <p>10 Q. Why would you want to meet the</p> <p>11 person occupying the space?</p> <p>12 A. <b>I think that it's a better working</b></p> <p>13 <b>relationship when you've actually met somebody</b></p> <p>14 <b>in person. You're sharing facilities. I think</b></p> <p>15 <b>that that's, you know, reasonable and</b></p> <p>16 <b>legitimate. I would expect somebody to want to</b></p> <p>17 <b>meet me if I wanted to go into their space.</b></p> <p>18 Q. Again, speaking generally, not</p> <p>19 about the specifics in this action, but who</p> <p>20 attends the meeting or interview to consider a</p> <p>21 sublease applicant?</p> <p>22 A. <b>Who does?</b></p> <p>23 Q. Yes.</p> <p>24 A. <b>Well, we've only kind of had one</b></p> <p>25 <b>really here, so the board members that are</b></p>
<p>62</p> <p>1 A. <b>I did not. I was not involved.</b></p> <p>2 Q. Do you know who the board members</p> <p>3 were when the software company submitted, or</p> <p>4 when they sought to sublease the seventh or</p> <p>5 eighth floor?</p> <p>6 A. <b>No.</b></p> <p>7 Q. Just generally speaking, is it</p> <p>8 possible for an applicant, a sublease applicant</p> <p>9 to be approved without a meeting or interview?</p> <p>10 MR. MARGOLIS: Objection.</p> <p>11 A. <b>Is it -- did you ask me if it's</b></p> <p>12 <b>possible?</b></p> <p>13 Q. Yes.</p> <p>14 A. <b>Anything's possible. It's not our</b></p> <p>15 <b>process, but I guess it's possible.</b></p> <p>16 Q. Is there any written requirement</p> <p>17 that a meeting or interview of a sublease</p> <p>18 applicant is required for sublease approval?</p> <p>19 A. <b>I don't know if that, in fact, is</b></p> <p>20 <b>a written -- somewhere I read that it is, but I</b></p> <p>21 <b>don't remember where. Maybe it's in the</b></p> <p>22 <b>operating docs. But, no, I don't recall a</b></p> <p>23 <b>written formula for that.</b></p> <p>24 Q. Again, generally speaking, for a</p> <p>25 sublease applicant, would the board be willing</p>	<p>64</p> <p>1 <b>available to meet. Should be everybody, but not</b></p> <p>2 <b>everybody is available. We all, you know, our</b></p> <p>3 <b>jobs are not about the building. We all have</b></p> <p>4 <b>our own successful businesses. We move around a</b></p> <p>5 <b>lot. So coordinating a meeting is not the</b></p> <p>6 <b>easiest thing to do, but we do it because it's</b></p> <p>7 <b>our responsibility, we have to, we want to, and</b></p> <p>8 <b>we try to accommodate our shareholders and</b></p> <p>9 <b>partners in the building.</b></p> <p>10 Q. When you say there's only been one</p> <p>11 sublease applicant, what do you consider the</p> <p>12 software company that subleased the seventh or</p> <p>13 eighth floor to be?</p> <p>14 A. <b>Well, not really because Shamash</b></p> <p>15 <b>was the occupant of the building and he was</b></p> <p>16 <b>still there when they came in. And so, as far</b></p> <p>17 <b>as I was concerned, it was still, you know,</b></p> <p>18 <b>owner-occupied; and he was going to be</b></p> <p>19 <b>responsible for the individuals that were there.</b></p> <p>20 <b>For me, owner-occupied is really</b></p> <p>21 <b>the primary reason why I wanted to come to this</b></p> <p>22 <b>building in the first place.</b></p> <p>23 Q. And do you know if Mr. Shamash, or</p> <p>24 anyone in connection with Oxford, was affiliated</p> <p>25 with the software company?</p>

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<p>65</p> <p>1 <b>A. I don't. I don't believe so, but</b>  2 <b>I don't know if they were or they weren't.</b>  3 Q. Generally speaking, for a meeting  4 or interview to consider a sublease applicant,  5 can shareholders who are not board members  6 attend that meeting or interview?  7 <b>A. Yes, a shareholder can attend the</b>  8 <b>meeting. They don't have a vote, but they could</b>  9 <b>attend the meeting, sure. I don't see why not.</b>  10 Q. And where does the interview or  11 meeting typically take place?  12 <b>A. Well, again, we've only had one</b>  13 <b>for a sublease, and that took place, I believe</b>  14 <b>it took place on the sixth floor in Mr. Conte's</b>  15 <b>conference room. Sorry about that. Conference</b>  16 <b>room.</b>  17 Q. And what type of questions do the  18 board members ask at the meeting to consider a  19 sublease applicant?  20 MR. MARGOLIS: Objection.  21 Tara, are you asking about the --  22 we keep sort of -- you keep asking about  23 generally and the witness keeps talking about  24 there being one. We know which one it was  25 because it's the one that's the subject of this</p>	<p>67</p> <p>1 <b>Things that are specific to the other tenants,</b>  2 <b>the comfort and quiet usage for other tenants.</b>  3 <b>Things like that. Same questions you would ask</b>  4 <b>if you were doing it.</b>  5 Q. For the sublease approval of the  6 software company, did anyone ask these questions  7 of the software company?  8 <b>A. I don't know.</b>  9 Q. Did Mr. Shamash make any  10 recommendations or representations on behalf of  11 the software company regarding their sublease?  12 <b>A. Not to me.</b>  13 Q. Once the board votes to approve or  14 deny a sublease, what happens next?  15 <b>A. After the vote, you mean?</b>  16 Q. Yes.  17 <b>A. We would tell the -- I mean, I can</b>  18 <b>speak to the idea of buy and sell, which is we</b>  19 <b>would tell the real estate agent what our</b>  20 <b>decision was, and I guess they would relay it</b>  21 <b>one way or the other to the prospective buyer,</b>  22 <b>seller or sublease tenant.</b>  23 Q. Generally speaking, when  24 subleasing, is there any way for the applicant  25 to appeal the board's decision to approve or</p>
<p>66</p> <p>1 case. So when you ask your questions, are you  2 asking about this case?  3 MS. TURNER: I'm just trying to  4 establish the process, the general process, not  5 specific to the plaintiff in this case.  6 MR. MARGOLIS: Okay. Well, with  7 that framework, Joey, if you can answer the  8 question.  9 <b>A. Could you repeat the question.</b>  10 MS. TURNER: Nancy, could you read  11 back from the transcript, please.  12 (The following question was read:  13 "And what type of questions do the board members  14 ask at the meeting to consider a sublease  15 applicant?")  16 <b>A. Questions that are pertinent to</b>  17 <b>their occupancy.</b>  18 Q. What type of questions regarding  19 their occupancy?  20 <b>A. Usage of the floor, hours of</b>  21 <b>operation, numbers of people that will be coming</b>  22 <b>to the building, renovations that would need to</b>  23 <b>be done, whether or not there's manufacturing or</b>  24 <b>chemicals or toxic waste that's going to be</b>  25 <b>produced by whatever it is that they are doing.</b></p>	<p>68</p> <p>1 deny?  2 <b>A. I guess they could ask to have it</b>  3 <b>reviewed, you know, to come in and have another</b>  4 <b>meeting about it. But there's no guarantee that</b>  5 <b>would happen. There's no process by which an</b>  6 <b>appeal could be made. If someone called and</b>  7 <b>asked, I'm fine. I'm always happy to hear about</b>  8 <b>something somebody left off or conditions</b>  9 <b>change. You know, very hard when you meet</b>  10 <b>somebody for the first time; I don't evaluate</b>  11 <b>anybody when I meet them for the first time.</b>  12 <b>Situations change. I'm open.</b>  13 Q. With regards to the software  14 company that subleased the seventh or eighth  15 floor, were there any issues with that  16 subtenant?  17 MR. MARGOLIS: Objection.  18 <b>A. There were for us, yes.</b>  19 Q. Who is "us"?  20 <b>A. The people who worked on the 12th</b>  21 <b>floor.</b>  22 Q. And what were your issues with  23 the --  24 <b>A. Those guys were really big. I</b>  25 <b>mean, whoever was doing the hiring hired big</b></p>

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<p>69</p> <p>1 people, and they -- and I don't mean in terms of 2 physical size. They overtaxed the elevator. So 3 instead of following the rules of maximum of 4 six, when it would come up to the floor, 5 sometimes there would be seven. 6 So, they took up more of the space 7 than I was happy with. You know, when you're on 8 the 12th floor, the elevator stops between 2 and 9 11 all the time. So you're the last one off and 10 the last one to get on. So when you have a lot 11 of people on the elevator, it affects the flow 12 of traffic to your own floor; and that bothered 13 me. 14 Q. Do you know how many employees the 15 software company had? 16 A. I don't. 17 Q. Did you regularly see employees 18 going to the seventh or eighth floor to the 19 software company? 20 A. When I was here, and I'm not here 21 all the time, yes, you did see them more than 22 other floors. 23 Q. Were there any other issues with 24 the software company when they were subleasing? 25 A. No. They were very nice.</p>	<p>71</p> <p>1 every weekday? 2 A. We have one person who comes in at 3 8:30; they leave at 4:30. We have one person 4 that comes in at 9; they leave at 5. We have 5 probably four people that come in anywhere 6 between 10 and 6; and I come in when I'm here 7 usually 10:30 to 7. That's pretty much it, on a 8 regular. We do have one person who comes in 9 sometimes around noon and she may stay until 8 10 or 9, because a lot of her work is actually 11 based on clients that live in California. So 12 the three-hour time delay changes the hours that 13 she works. And that's kind of it. 14 Q. As a model agency, do you have 15 photo shoots on the 12th floor or do models 16 regularly visit the 12th floor? 17 A. No. We don't have photo shoots 18 here. If somebody comes in and we shoot a 19 digital from an iPhone, that's an occasional 20 thing. But we have studios that we own in New 21 York City and have for 35 years. Any photo 22 shoots or any castings where there's numbers of 23 people, we do it at our photo studio, not here. 24 Q. And what about Touton's business 25 on the ninth and tenth and potentially future</p>
<p>70</p> <p>1 Q. Do you know if any of the other 2 board members or shareholders had issues with 3 the software company? 4 A. Not that I ever discussed with 5 them, no. 6 Q. You mentioned that the software 7 company had more people accessing the floor that 8 it was subleasing. We're not sure if it's the 9 seventh or eighth, but do any other occupants of 10 the other floors have employees that regularly 11 visit the building? 12 A. That have employees that visit the 13 building, is that what you asked? 14 Q. Employees or just visitors, have 15 visitors to the building. 16 A. Visitors. I guess they must. Not 17 many. 18 Q. Does your business Click Models 19 get many visitors to the 12th floor? 20 A. No. 21 Q. How many employees work out of the 22 12th floor for Click Models or the talent 23 management company? 24 A. Currently, eight. 25 Q. And do they work in the building</p>	<p>72</p> <p>1 11th floor; do they have -- how many employees 2 do they have that come into the building 3 regularly? 4 A. I don't know. 5 Q. Do you know if Touton receives 6 visitors at the building? 7 A. I don't know. They have outdoor, 8 outside salespeople that come in on occasion, 9 and the only reason I know that is because 10 they're carrying -- they have a wine bag. But 11 there's not very many of them, but occasionally 12 they come in. Maybe they have a company testing 13 now and then, tasting, I don't know. But very 14 few. 15 Q. Okay. Now I'm going to talk 16 specifically about the facts of this action. 17 What's your understanding of the lawsuit against 18 the co-op and the board members? 19 A. CCMS had come in for an interview 20 with board members after Shamash had negotiated 21 a lease with their organization, prior to having 22 been approved. And my understanding is that 23 Mr. Brooks felt that he was unfairly treated as 24 a result of the information that he had been 25 given by Nigel and that he felt that the reason</p>



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<p style="text-align: right;">73</p> <p>1 that he had been rejected was because members of</p> <p>2 the board felt that he was being -- he felt that</p> <p>3 he was being racially discriminated against when</p> <p>4 the board rejected his application, after he had</p> <p>5 gone through all of the motions of getting to</p> <p>6 that point. I don't know if it's correct, but</p> <p>7 that's my interpretation of it.</p> <p>8 Q. There's no right or wrong answer.</p> <p>9 We're just talking.</p> <p>10 A. Okay. You have very nice teeth,</p> <p>11 by the way.</p> <p>12 Q. When did you personally first</p> <p>13 learn that CCMS was interested in subleasing a</p> <p>14 floor at the premises, or the building?</p> <p>15 A. Somewhere around Christmas 2019.</p> <p>16 In that area, right in that period of time.</p> <p>17 Q. Do you remember the day?</p> <p>18 A. No. The specific day, no, but in</p> <p>19 and around December 20. It could have been the</p> <p>20 19th, it could have been anywhere around there,</p> <p>21 but I think it was closer to Christmas,</p> <p>22 actually.</p> <p>23 Q. How did you first learn that CCMS</p> <p>24 was seeking a sublease?</p> <p>25 A. Peter Lehr put in a call to me and</p>	<p style="text-align: right;">75</p> <p>1 what I was picking up, that he was pretty</p> <p>2 insistent about having a board meeting, sooner</p> <p>3 than later.</p> <p>4 Q. And prior to that time, had</p> <p>5 Mr. Shamash ever reached out to you about CCMS</p> <p>6 and subleasing in the building?</p> <p>7 A. He had reached out to me, but not</p> <p>8 about a specific tenant. He said to me a while</p> <p>9 before that, and it could have been more than a</p> <p>10 month but less than two, that he thought he had</p> <p>11 a tenant for the space, and he was hoping to be</p> <p>12 able to make a deal with them.</p> <p>13 Q. Why did Mr. Shamash reach out to</p> <p>14 you a month prior regarding the sublease?</p> <p>15 A. I have absolutely no idea.</p> <p>16 Q. Do you and Mr. Shamash speak?</p> <p>17 A. Never. Never. I shouldn't say</p> <p>18 never. I mean, I maybe have spoken to him a</p> <p>19 half dozen times since he moved into the</p> <p>20 building, of which half of those were in the</p> <p>21 elevator when he had his offices here. We're on</p> <p>22 different schedules, so... But, no, not -- I</p> <p>23 have no idea why he reached out to me.</p> <p>24 Q. How did he, how did Mr. Shamash</p> <p>25 reach out to you? Did he call you, email you?</p>
<p style="text-align: right;">74</p> <p>1 said that Nigel was really pushing to get a</p> <p>2 meeting. He had a tenant that he had worked out</p> <p>3 a lease with and that he understood that he had</p> <p>4 to have a board meeting for approval, and he</p> <p>5 pushed pretty heavily to get it done</p> <p>6 immediately; and that's when I first heard about</p> <p>7 it.</p> <p>8 Q. And when you say he pushed to have</p> <p>9 it done immediately, do you mean Mr. Shamash?</p> <p>10 A. I assume, yeah. Peter said that</p> <p>11 Nigel was very -- he didn't use push. I don't</p> <p>12 recall the word that he said, but in substance</p> <p>13 that he had a timing issue and really wanted to</p> <p>14 have a meeting as fast and as soon as possible.</p> <p>15 A board meeting.</p> <p>16 Q. And did Peter ask you about your</p> <p>17 availability for a meeting?</p> <p>18 A. I don't recall the words but, yes,</p> <p>19 he did ask me if I would be available for a</p> <p>20 meeting.</p> <p>21 Q. Did Peter share anything else</p> <p>22 about CCMS or --</p> <p>23 A. No. No. Only that Nigel was</p> <p>24 pretty insistent that -- and again, that may not</p> <p>25 have been his word, but it was, in substance,</p>	<p style="text-align: right;">76</p> <p>1 A. No, he called me.</p> <p>2 Q. How did he have your number?</p> <p>3 A. It's not so hard to find Click</p> <p>4 Models' number. Pretty easy.</p> <p>5 Q. Did Mr. Shamash --</p> <p>6 A. I --</p> <p>7 Q. I don't want to speak over you.</p> <p>8 Did Mr. Shamash call you at Click</p> <p>9 Models?</p> <p>10 A. I think he did, yes.</p> <p>11 Q. So he didn't call you on your cell</p> <p>12 or your personal phone?</p> <p>13 A. I wouldn't know how he would have</p> <p>14 my number unless -- well, he probably could get</p> <p>15 my number through Peter Lehr, if Peter gave it</p> <p>16 to him. But normally he would just call --</p> <p>17 normally if I'm trying to find somebody I don't</p> <p>18 call them on their cell phone. I go to the</p> <p>19 business number. I think it's rude to call</p> <p>20 somebody on their personal phone, if they didn't</p> <p>21 give you the number. And I never gave Nigel my</p> <p>22 personal cell phone number, but I have given it</p> <p>23 to Peter.</p> <p>24 Q. Thank you.</p> <p>25 Do you have Mr. Shamash's personal</p>

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<p>77</p> <p>1 cell phone number?</p> <p>2 <b>A. No.</b></p> <p>3 Q. When Peter Lehr first reached out</p> <p>4 to you in December 2019 about the sublease, what</p> <p>5 did you know about CCMS's business?</p> <p>6 <b>A. Nothing.</b></p> <p>7 Q. Did Mr. Lehr tell you anything</p> <p>8 about CCMS and its business on the call?</p> <p>9 <b>A. No.</b></p> <p>10 Q. Did CCMS submit any materials in</p> <p>11 connection with their sublease?</p> <p>12 <b>A. Did they furnish me any, you're</b></p> <p>13 <b>saying? Could you repeat it?</b></p> <p>14 Q. Sure. Sorry, I've got an itch on</p> <p>15 my nose.</p> <p>16 In connection with their sublease</p> <p>17 for one of the floors in the building, did CCMS</p> <p>18 submit any materials with their application?</p> <p>19 <b>A. I don't -- I never saw any, but</b></p> <p>20 <b>I'm assuming that they did, to the management</b></p> <p>21 <b>company.</b></p> <p>22 Q. So you never reviewed a sublease</p> <p>23 application from CCMS?</p> <p>24 <b>A. I never reviewed it, no.</b></p> <p>25 Q. Why didn't you review a sublease</p>	<p>79</p> <p>1 Q. How long was the interview when</p> <p>2 CCMS was present, Mr. Brooks?</p> <p>3 <b>A. Probably an hour, maybe less.</b></p> <p>4 Q. And who was present at Mr. Brooks'</p> <p>5 interview?</p> <p>6 <b>A. Again, please.</b></p> <p>7 Q. Who was president -- who was</p> <p>8 present --</p> <p>9 <b>A. Who was president? Donald Trump</b></p> <p>10 <b>was president at the time.</b></p> <p>11 Q. Who was present at Mr. Brooks'</p> <p>12 interview?</p> <p>13 <b>A. Mr. Brooks, Nigel Shamash, Eric</b></p> <p>14 <b>Doctormann, Max on the other side of the table,</b></p> <p>15 <b>Touton, Mr. Conte next to me, and myself</b></p> <p>16 <b>opposite Mr. Brooks, or almost opposite. I</b></p> <p>17 <b>think that's who was there.</b></p> <p>18 Q. So there were four board members</p> <p>19 present at the interview, correct?</p> <p>20 <b>A. Yes.</b></p> <p>21 Q. And why was Mr. Shamash at the</p> <p>22 interview of CCMS?</p> <p>23 <b>A. I have no idea, but I assumed he</b></p> <p>24 <b>was the -- you know, he owned the floor and he</b></p> <p>25 <b>wanted to, you know -- I don't even know if he</b></p>
<p>78</p> <p>1 application from CCMS?</p> <p>2 <b>A. Because I wasn't in New York. You</b></p> <p>3 <b>know, it's Christmastime. I'm unavailable. I</b></p> <p>4 <b>mean, I made him an accommodation, because I</b></p> <p>5 <b>remember very clearly saying can't this be done</b></p> <p>6 <b>at the annual meeting? Can't we just carve out</b></p> <p>7 <b>a little time for it, you know, March. I wasn't</b></p> <p>8 <b>planning on coming back into the city for</b></p> <p>9 <b>something like this. So, I never saw it.</b></p> <p>10 Q. When was the annual meeting</p> <p>11 scheduled for?</p> <p>12 <b>A. We hadn't scheduled a meeting, but</b></p> <p>13 <b>it would have been sometime between the end of</b></p> <p>14 <b>January and March 30th, March 31st, somewhere in</b></p> <p>15 <b>the first quarter.</b></p> <p>16 Q. And when did the board end up</p> <p>17 holding an interview for CCMS and their</p> <p>18 sublease?</p> <p>19 <b>A. January, mid-January.</b></p> <p>20 Q. Does January 14th, 2020 --</p> <p>21 <b>A. Could be.</b></p> <p>22 Q. -- ring a bell?</p> <p>23 <b>A. That sounds about it, mid-January.</b></p> <p>24 Q. So mid-January?</p> <p>25 <b>A. Yeah.</b></p>	<p>80</p> <p>1 <b>was the broker on his own deal. I thought that</b></p> <p>2 <b>might be a possibility when I was sitting there,</b></p> <p>3 <b>but I have no idea why he was there.</b></p> <p>4 Q. Did the board invite Mr. Shamash</p> <p>5 to the interview?</p> <p>6 <b>A. I didn't. I was surprised, I was</b></p> <p>7 <b>very surprised he was there.</b></p> <p>8 Q. Why were you surprised he was</p> <p>9 there?</p> <p>10 <b>A. Because he's not a member of the</b></p> <p>11 <b>board.</b></p> <p>12 Q. Why wasn't Marc, the board</p> <p>13 president, at Mr. Brooks' interview?</p> <p>14 <b>A. As far as I understood, he was out</b></p> <p>15 <b>of the country at the time.</b></p> <p>16 Q. Did it seem strange to you that he</p> <p>17 wasn't present for the interview?</p> <p>18 <b>A. No, not at all. I mean, they were</b></p> <p>19 <b>really -- Shamash was really pushing for this as</b></p> <p>20 <b>fast as he possibly could and I had said, let's</b></p> <p>21 <b>just do it in the annual meeting, whenever that</b></p> <p>22 <b>is, February, March. But they were insistent --</b></p> <p>23 <b>they meaning, I guess, Shamash pushing Peter to</b></p> <p>24 <b>get a board meeting sooner than later. There</b></p> <p>25 <b>was no way that Marc was coming back for</b></p>



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<p>81</p> <p>1 something like this. I barely wanted to come in 2 to do it. 3 Q. Understood. 4 A. But I'll make an accommodation for 5 my partners, so... 6 Q. Did you ever discuss the interview 7 with Marc? 8 A. No. 9 Q. Before the interview had you ever 10 heard of CCMS? 11 A. No. 12 Q. Other than when Peter told you 13 they were applying to sublease? 14 A. He didn't tell me specifically who 15 it was. He told me that Nigel had worked out a 16 deal with a lease with a potential subtenant, 17 and that they wanted to have a meeting. 18 Q. So when you walked into the 19 interview, that was the first time you had ever 20 heard of CCMS? 21 A. Yes. 22 Q. And had you ever heard of 23 Mr. Brooks? 24 A. No. 25 Q. Had you ever met Mr. Brooks before</p>	<p>83</p> <p>1 board besides president or board member? 2 A. Well, no. The board members are 3 just board members. The corporate officers may 4 or may not be board members, but they're not -- 5 they're mutually exclusive, actually. They 6 don't have to be one or the other. I think it's 7 a little confused there. 8 No, the board members are all 9 equal board members. They're also individuals 10 who may be corporate members simultaneously, but 11 not -- they don't have to be. 12 Q. Understood. 13 Who asked questions at the 14 interview? 15 A. Anybody. 16 Q. What was generally discussed at 17 the interview? 18 A. The usage of the floor, 19 renovations that would need to be made if they 20 were going to have to accommodate any specific 21 types of usage, hours of operation, past 22 experiences with other -- Mr. Brooks describing 23 his operation. Pretty much that's it. 24 Q. What questions did you 25 specifically ask Mr. Brooks?</p>
<p>82</p> <p>1 the interview? 2 A. No. 3 Q. When you met Mr. Brooks at the 4 interview, did you understand that he was black? 5 MR. MARGOLIS: Object. 6 A. Did I understand he was black? 7 Q. Yes. 8 A. I saw a black gentleman sitting 9 across the table from me. I didn't know who he 10 was until he was introduced to me. 11 Q. Okay. Who conducted the 12 interview? 13 A. I would say that Mr. Conte led the 14 interview, but everybody was there and free to 15 ask questions and listen to what the responses 16 were. 17 Q. Did Mr. Conte have a specific role 18 on the board? 19 A. No. 20 Q. Is there a vice president of the 21 board? 22 A. Is there a? 23 Q. Vice president of the board. 24 A. No. 25 Q. Are there any other roles on the</p>	<p>84</p> <p>1 A. Well, I asked him how long he'd 2 been in the business, whether or not he was a 3 principal of it or he was acting as a corporate 4 liaison for a company, whether or not the 5 company was part of a bigger operation, meaning 6 that they had a corporate owner aside from 7 themselves. I asked him where he learned his 8 skill set. That's pretty much it. There could 9 have been other things, but that's the general 10 gist of what I was interested in. Timing, how 11 long he was going to be there. 12 Q. At the interview, did anyone 13 discuss the use of the elevators in the building 14 as it related to the sublease? 15 A. Somebody may have, yes. 16 Q. Do you recall who? 17 A. No. But I had a comment of it. 18 You know, when Mr. Brooks was describing the 19 clientele that he has and he was referring to 20 counseling services, those things that we had 21 never been made aware of, we had always thought 22 that it was administrative offices because he 23 had other locations that he described, that were 24 described to us; and when he got into the issue 25 of counseling services that he would be</p>

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<p>85</p> <p>1 providing, both for children, group counseling, 2 mental health counseling, drug and alcohol 3 counseling, I said, when he had said mental 4 health, I said, well, can you describe that for 5 me. And he said, well, we do counseling for 6 people who have some mental health issues. And 7 I had said at the time, well, because I have 8 young girls that come up and down in the 9 elevator, how do you propose to accommodate the 10 fact that if you have people with mental health 11 issues, what can you do about that to -- you 12 know, I'm concerned. And he said, well, we'll 13 provide security for that. And I thought to 14 myself, well, if you need to have security for 15 mental health in an elevator situation, then 16 that's something -- that's a red flag for me 17 anyway. 18 And then he described how he was 19 going to be open Saturdays. We had said, you 20 know, predominantly we are a nine to five, nine 21 to six five-day-a-week building. We don't 22 provide security, we don't have a doorman. Our 23 super is not here at all on weekends. I'm not 24 sure how to accommodate that, but I'd like to 25 hear more of what you have to say. And he kind</p>	<p>87</p> <p>1 Q. So someone must have told you? 2 A. It could have been Nigel but I 3 don't -- I can't swear that it was Nigel, but it 4 could have been Nigel. Because he's really the 5 only person I spoke to for a moment, and that 6 was it. 7 Q. Did you speak to any of the other 8 board members before the interview about CCMS? 9 A. No. 10 Q. You mentioned your concerns -- let 11 me back up. Strike that. 12 At the interview did anyone 13 discuss an attack or an incident that occurred 14 in Monsey, New York involving a man with mental 15 health issues? 16 A. Not that I heard, no. I never 17 heard that. 18 Q. Was there any discussion generally 19 about security or safety with individuals that 20 might have mental health issues? 21 A. Nothing more than me saying what 22 kind of accommodations are you thinking about; 23 and he responded, well, we'll have security 24 guards. I don't know if he said security 25 guards, I shouldn't say. We'll have security.</p>
<p>86</p> <p>1 of got, you know, I think he may have felt that 2 maybe he is in the wrong place. 3 Q. You mentioned that you thought 4 CCMS would be operating administrative offices? 5 A. Yes. 6 Q. Who told you that? 7 A. I don't recall who said it 8 specifically. Peter may have. It could have 9 been him. It could have been anybody. I was 10 very surprised when I found out that that wasn't 11 the case. 12 Q. But you didn't review the sublease 13 application, so you didn't learn that from the 14 sublease application? 15 A. No, I didn't learn it from the 16 sublease application. I learned it at the 17 meeting, pretty much at the meeting. 18 Q. You learned at the meeting that 19 they were intending to use it for admin offices? 20 A. Say that again. 21 Q. When did you learn that CCMS would 22 be operating administrative offices in the 23 building? 24 A. Somewhere before the meeting. I 25 didn't review the application.</p>	<p>88</p> <p>1 And I said, well, we don't have somebody at the 2 front door. He said, no, no, no, that's 3 something I would provide. 4 Q. Was there any discussion of CCMS's 5 clients using the freight elevator instead of 6 the normal elevator? 7 A. Not that I recall. I mean, we 8 were redoing elevators, so there could have been 9 a period of time where somebody is using a 10 freight elevator when we're -- you know, there's 11 a lot -- you have people in the building who 12 need more than one single access point. But, 13 no, not so that somebody could use a freight 14 elevator as a regular way of operating, other 15 than with freight. 16 I mean, the third floor sometimes 17 uses it because they move some equipment up and 18 down between the ground floor and the basement, 19 but nobody I know, and certainly not on my floor 20 uses the freight elevator, and I would never 21 allow it for people to be isolated in a freight 22 elevator. No way, not for me. 23 Q. Was there any discussion about the 24 race or ethnicity of CCMS's clients? 25 A. No.</p>

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<p>89</p> <p>1 Q. During the interview while</p> <p>2 Mr. Brooks was present, did any of the board</p> <p>3 members express concerns about CCMS subleasing</p> <p>4 the floor?</p> <p>5 A. About CCMS?</p> <p>6 Q. Subleasing the floor.</p> <p>7 A. I don't know what you mean.</p> <p>8 Q. So before --</p> <p>9 A. It's not a clear question. I</p> <p>10 apologize.</p> <p>11 Q. While Mr. Brooks was at the</p> <p>12 interview, did anyone ask Mr. Brooks, or raise</p> <p>13 any issues that would impact his sublease</p> <p>14 approval or denial?</p> <p>15 MR. MARGOLIS: Objection.</p> <p>16 A. Not that I heard, no.</p> <p>17 Q. How quickly after Mr. Brooks left</p> <p>18 the interview did the board consider the</p> <p>19 sublease?</p> <p>20 A. Five minutes, ten minutes, 15</p> <p>21 minutes. Relatively soon afterwards. That's</p> <p>22 why we were there. We weren't there for any</p> <p>23 other reason.</p> <p>24 Q. What did the board members discuss</p> <p>25 with regards to approving or denying the</p>	<p>91</p> <p>1 A. I said, I'm really concerned about</p> <p>2 Mr. Brooks saying that he needed security -- or</p> <p>3 not needed, but he would provide security during</p> <p>4 the time when his clients come in because that,</p> <p>5 to me -- you know, the building isn't prepared</p> <p>6 for that kind of thing. It's not that kind of</p> <p>7 facility.</p> <p>8 And I had said, you know, if we</p> <p>9 were talking about the ground floor where you</p> <p>10 have your own access or entry, and the building</p> <p>11 doesn't have to operate to fill the terms of his</p> <p>12 lease, operate independently, you know, I would</p> <p>13 be much more open to the idea of CCMS. But</p> <p>14 under those terms -- and Mr. Brooks was very</p> <p>15 honest about it. He said that's what our</p> <p>16 business is. And we said, well, we thought -- I</p> <p>17 think Mr. Conte said, we thought this was only</p> <p>18 administrative offices that you were talking</p> <p>19 about. And he said, no, no, we will have --</p> <p>20 we're going to use a couple of the office spaces</p> <p>21 for administration, for billing and receiving</p> <p>22 for accounting work but, no, this is for</p> <p>23 facilities for counseling.</p> <p>24 Q. How long did the board, after</p> <p>25 Mr. Brooks left, how long did the board</p>
<p>90</p> <p>1 sublease?</p> <p>2 A. Oh, we discussed that it didn't</p> <p>3 fit -- we didn't believe that it fit with the</p> <p>4 nature of our business. We're not a 9 -- you</p> <p>5 know, we're not open on weekends. Mr. Brooks</p> <p>6 was very clear that his business runs six days a</p> <p>7 week, they are there until 9 o'clock in the</p> <p>8 evening often. That part of it wasn't going to</p> <p>9 work.</p> <p>10 We were a little perturbed that,</p> <p>11 and we discussed that Nigel had submitted a</p> <p>12 person who, an organization, not a person, but</p> <p>13 an organization that is not consistent with the</p> <p>14 operations of the building's time frame of</p> <p>15 operation. We were shocked that he was there,</p> <p>16 that was the first thing. What was Nigel doing</p> <p>17 here? I mean, I can understand why he would</p> <p>18 want to escort him in and then introduce him and</p> <p>19 then leave, but he stayed. That was the first</p> <p>20 part of, like, that's odd, but okay.</p> <p>21 We discussed -- we actually</p> <p>22 discussed Nigel more than we discussed CCMS.</p> <p>23 Q. While the board was deliberating,</p> <p>24 did anyone express concerns about CCMS's</p> <p>25 clients?</p>	<p>92</p> <p>1 deliberate before taking a vote on the sublease?</p> <p>2 A. On the merits of whether or not we</p> <p>3 were going to approve CCMS, we came to a vote, I</p> <p>4 would say ten minutes, maybe less, but we did</p> <p>5 meet a little bit longer because we didn't quite</p> <p>6 understand Nigel's position in the entire thing.</p> <p>7 And Nigel voted no at the thing. I'm like,</p> <p>8 Nigel, you don't have a vote, dude, first of</p> <p>9 all. It was very confusing, that part of it.</p> <p>10 We were trying to figure out what was going on.</p> <p>11 We kind of were side-swiped there.</p> <p>12 Q. What did, if you could just go</p> <p>13 through each of the individuals that were</p> <p>14 present for the vote, what did each person vote?</p> <p>15 A. I'm not understanding this.</p> <p>16 You're not coming in clear.</p> <p>17 Q. Sorry. How did -- of the</p> <p>18 individuals that were present for the vote, how</p> <p>19 did each person vote?</p> <p>20 A. We all voted to not approve the</p> <p>21 sublease.</p> <p>22 Q. And you said Mr. Shamash voted no</p> <p>23 as well?</p> <p>24 A. He doesn't have a vote. He raised</p> <p>25 his hand when we said -- you know, because we</p>

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<p>93</p> <p>1 voted by hand and a yea or nay and it was, you 2 know, I voted not for me, nay, and he voted the 3 same thing. But that's when I said, dude, you 4 don't have a vote, what are you doing? And it 5 didn't matter because the other four members 6 also had voted no at the time.</p> <p>7 Q. What did Mr. Shamash respond when 8 you told him he didn't have a vote?</p> <p>9 A. He said you're right, I don't.</p> <p>10 Q. Did he provide any other context 11 for why he attempted to cast a vote?</p> <p>12 A. No.</p> <p>13 Q. Was there any other discussion 14 amongst the board members after the vote?</p> <p>15 A. What are you doing, you know, how 16 was your Christmas, where are you gonna be for 17 the next couple of months, how are we gonna get 18 another annual meeting scheduled. I was leaving 19 town, trying to schedule that kind of thing out. 20 That was really just all because Shamash had 21 left; and Mr. Doctormann actually had left right 22 after the vote. He didn't stay either.</p> <p>23 Q. Who informed CCMS that the 24 sublease was denied?</p> <p>25 A. I don't know.</p>	<p>95</p> <p>1 Q. Do you recall when the delivery 2 was, the attempted delivery?</p> <p>3 A. No. I don't recall, but it was 4 prior to the meeting.</p> <p>5 Q. Was it prior to when Peter Lehr 6 called you about the sublease?</p> <p>7 A. Probably not because that would 8 have been a red flag for me. I would have made 9 a call to find out what was going on, so it was 10 probably after that.</p> <p>11 Q. You're not sure?</p> <p>12 A. I'm not sure, but knowing myself, 13 if somebody tried that I would make a phone call 14 to find out what was going on.</p> <p>15 MS. TURNER: John, if you could 16 pull up the document in the exhibit link that 17 has already been premarked Shamash KK, I would 18 appreciate it.</p> <p>19 THE TECHNICIAN: Stand by, 20 counsel. One moment.</p> <p>21 Exhibit KK is now on screen.</p> <p>22 MS. TURNER: Thank you.</p> <p>23 Q. Mr. Grill, I'll represent to you 24 that this exhibit was used in the deposition of 25 Nigel Shamash. It's been premarked as KK. To</p>
<p>94</p> <p>1 Q. Did any of the board members make 2 an attempt to inform CCMS of the denial?</p> <p>3 A. I don't know. I'm going to assume 4 Shamash did. He was there when it happened and 5 he was the one who was trying to navigate and 6 shepherd it through to begin with, so I assume 7 he did. But it could have been Mr. Lehr. It 8 would have probably been one or the other, but I 9 don't know. It was not me.</p> <p>10 Q. Before the interview, what's your 11 understanding of CCMS's attempt to install 12 telephone lines and furniture in the building?</p> <p>13 A. I didn't know about it at all 14 until some furniture was starting to be 15 delivered and I was like, how can that be, 16 there's no approval, there's not a board 17 meeting. That doesn't make any sense. I didn't 18 know anything about it until some furniture -- 19 actually, it wasn't even furniture. I think it 20 was a copy machine that was attempting to be 21 delivered and I was like, okay, but I don't 22 think so.</p> <p>23 Q. Do you recall when that attempted 24 delivery was?</p> <p>25 A. Do I recall who was delivering it?</p>	<p>96</p> <p>1 the extent you want to take a second to review 2 it, and then I have some questions for you.</p> <p>3 A. You want me to read it?</p> <p>4 Q. Yes, please.</p> <p>5 MR. MARGOLIS: Read it to 6 yourself.</p> <p>7 MS. TURNER: Yes.</p> <p>8 A. Could you expand the type because 9 it's a little bit small. Thank you.</p> <p>10 Q. Just let John know when you need 11 him to scroll down.</p> <p>12 (Witness reviewing document.)</p> <p>13 A. Okay, could you go up.</p> <p>14 (Witness reviewing document.)</p> <p>15 A. Okay, I've read it.</p> <p>16 Q. Mr. Grill, do you recognize this 17 document?</p> <p>18 A. No, I've never seen it before.</p> <p>19 Q. Can you tell from looking at the 20 document who prepared it?</p> <p>21 A. I read the name F. Michael Conte, 22 but I don't know who prepared it.</p> <p>23 Q. Understood.</p> <p>24 Is it fair to say that this is a 25 summary of the January 14th, 2020 interview of</p>

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<p>97</p> <p>1 Mr. Brooks in connection with the sublease?</p> <p>2 <b>A. I would say that it's a pretty</b></p> <p>3 <b>good representation of it, yes.</b></p> <p>4 Q. Is there any --</p> <p>5 <b>A. It's not complete but, you know,</b></p> <p>6 <b>it's a pretty good representation.</b></p> <p>7 Q. Is there anything in this summary</p> <p>8 that isn't -- is inaccurate?</p> <p>9 MR. MARGOLIS: That isn't or is</p> <p>10 inaccurate?</p> <p>11 MS. TURNER: Sorry, I kind of...</p> <p>12 Q. Is there anything that is not</p> <p>13 accurate in this summary?</p> <p>14 <b>A. No, I'd say it's a fair</b></p> <p>15 <b>representation and it's correct, as I recall.</b></p> <p>16 Q. If you were preparing a summary of</p> <p>17 the January 14th, 2020 interview, is there</p> <p>18 anything you would have included that's not</p> <p>19 included in this summary?</p> <p>20 MR. MARGOLIS: Objection.</p> <p>21 <b>A. I don't know that. It's three</b></p> <p>22 <b>years ago.</b></p> <p>23 MS. TURNER: John, if you could</p> <p>24 just scroll to the top of the document.</p> <p>25 Q. Mr. Grill, do you see the names at</p>	<p>99</p> <p>1 Marc on this summary of the January 14th, 2020</p> <p>2 interview?</p> <p>3 <b>A. No.</b></p> <p>4 Q. Have you ever had any discussions</p> <p>5 with Marc about the interview or CCMS's sublease</p> <p>6 application?</p> <p>7 <b>A. No.</b></p> <p>8 MS. TURNER: Thanks, John, you can</p> <p>9 take this document down.</p> <p>10 If it's okay with opposing counsel</p> <p>11 and the witness, I would appreciate just a</p> <p>12 three- or four-minute break to use the restroom,</p> <p>13 if it's okay with everyone.</p> <p>14 MR. MARGOLIS: That's fine.</p> <p>15 (Recess 12:25-12:32 p.m.)</p> <p>16 BY MS. TURNER:</p> <p>17 Q. Mr. Grill, now I want to walk</p> <p>18 through some more documents. We're coming up</p> <p>19 toward the end here of your deposition.</p> <p>20 MS. TURNER: John, if you could</p> <p>21 pull up what has already been marked as Shamash</p> <p>22 GG.</p> <p>23 THE TECHNICIAN: Stand by,</p> <p>24 counsel. One moment.</p> <p>25 Exhibit GG is now on screen.</p>
<p>98</p> <p>1 the top in the from, to and cc lines?</p> <p>2 <b>A. Yes.</b></p> <p>3 Q. Is Michael Conte the board member</p> <p>4 who was present at the interview on January</p> <p>5 14th, 2020?</p> <p>6 <b>A. Yes.</b></p> <p>7 Q. And are Susan Rubin and Peter Lehr</p> <p>8 employees of Kaled Management?</p> <p>9 <b>A. I don't know Susan Rubin, so I</b></p> <p>10 <b>don't know who she is, but Peter Lehr is, okay.</b></p> <p>11 Q. And do you recognize this email</p> <p>12 address in the cc line, the</p> <p>13 Marc@handheldfilms.com?</p> <p>14 <b>A. Could be. I don't know if that's</b></p> <p>15 <b>the email address -- yeah, that's his email</b></p> <p>16 <b>address, Marc@handheldfilms.com, yes. The thing</b></p> <p>17 <b>that threw me is where it says Marc in front and</b></p> <p>18 <b>then in parentheses, I don't know that I've ever</b></p> <p>19 <b>seen that, but I have seen Marc@handheld. But,</b></p> <p>20 <b>whatever.</b></p> <p>21 Q. And Marc@handheldfilms.com, that</p> <p>22 is Marc who is or was at the time board</p> <p>23 president for the co-op?</p> <p>24 <b>A. Yes, I believe so.</b></p> <p>25 Q. And do you know why Mr. Conte cc'd</p>	<p>100</p> <p>1 MS. TURNER: John, if you could,</p> <p>2 again, just blow up so that Mr. Grill can see</p> <p>3 the text.</p> <p>4 BY MS. TURNER:</p> <p>5 Q. And, Mr. Grill, I represent to you</p> <p>6 that this document was marked Shamash GG in the</p> <p>7 deposition of Nigel Shamash.</p> <p>8 <b>A. Okay.</b></p> <p>9 MR. MARGOLIS: Does he need to</p> <p>10 review it?</p> <p>11 MS. TURNER: Yes. Sorry, thanks</p> <p>12 Barry.</p> <p>13 Q. If you want to take an opportunity</p> <p>14 to review and just let John know when he can</p> <p>15 scroll down.</p> <p>16 THE WITNESS: You can raise it,</p> <p>17 please, a little bit.</p> <p>18 (Witness reviewing document.)</p> <p>19 THE WITNESS: Could you raise it a</p> <p>20 little bit. Little further down. Still lower.</p> <p>21 Lower. Oh, no, no, no, I</p> <p>22 apologize. Raise. I was using the opposite</p> <p>23 direction.</p> <p>24 (Witness reviewing document.)</p> <p>25 THE WITNESS: Okay. There was one</p>



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<p>101</p> <p>1 paragraph in the middle that I didn't see.  2 (Witness reviewing document.)  3 THE WITNESS: Okay, I've got it.  4 Thank you.  5 Q. Thank you, Mr. Grill. Do you  6 recognize this document?  7 <b>A. Offhand, no, but it kind of</b>  8 <b>confirms for me where I heard that it was a 9 to</b>  9 <b>5 business, actually. Must have been from this</b>  10 <b>email on the 19th, but I don't have any clear</b>  11 <b>recollection of it.</b>  12 MS. TURNER: John, if you could  13 just scroll up to the top of the document and  14 zoom in a little bit for me. Even my eyes have  15 to struggle.  16 Q. Mr. Grill, do you see your email  17 address anywhere in the "from" or "to" lines?  18 <b>A. Yes. Because it's aol.com and my</b>  19 <b>kids are mortified that I still use AOL. So,</b>  20 <b>yes.</b>  21 Q. And you're referring to  22 joeygrill@aol.com?  23 <b>A. That's me.</b>  24 Q. Do you recall Mr. Lehr forwarding  25 this email with CCMS's sublease application?</p>	<p>103</p> <p>1 need him to scroll.  2 THE WITNESS: Okay, please scroll.  3 Little further up, though. Went too far.  4 (Witness reviewing document.)  5 THE WITNESS: Okay, scroll down.  6 Okay, scroll down.  7 Okay, I got it.  8 Q. Thank you, Mr. Grill. Do you  9 recognize this document?  10 <b>A. No.</b>  11 MS. TURNER: John, if you could  12 pull up the last email in the chain. Perfect.  13 If you could zoom in on that. Thank you.  14 Q. Mr. Grill, could you just please  15 read aloud the three sentences starting with,  16 "The board will meet."  17 <b>A. "The board will meet on January</b>  18 <b>14, 2020 to consider the application. It is</b>  19 <b>customary that the applicant appear for an</b>  20 <b>interview at that time. According to our</b>  21 <b>bylaws, all sublets must be approved. I am not</b>  22 <b>sure why anyone would assume otherwise. F.</b>  23 <b>Michael Conte CPA, Honig Conte Porrino</b>  24 <b>Insurance Agency, Inc."</b>  25 Q. Thank you.</p>
<p>102</p> <p>1 <b>A. No.</b>  2 Q. And you didn't -- you're sure that  3 you didn't review the sublease application?  4 <b>A. I'm sure what? That...</b>  5 Q. You did not review the sublease  6 application.  7 <b>A. No, I didn't review the</b>  8 <b>application.</b>  9 Q. And why was that?  10 <b>A. I just -- that period of time, I</b>  11 <b>wasn't all that interested in doing any business</b>  12 <b>regarding this lease. I have a lot of other</b>  13 <b>things that I have to take care of. I'm not so</b>  14 <b>vain to think that anybody's busier than I am,</b>  15 <b>but I'm pretty busy.</b>  16 Q. Okay.  17 MS. TURNER: Thank you, John. You  18 can take the document down.  19 John, if you could pull up what  20 was already marked as Exhibit M as in Mary.  21 Q. Mr. Grill, while John is bringing  22 this up, I'll represent that this is an exhibit  23 that was used at the deposition of my client,  24 Mr. Emory Brooks. So I'm just going to give you  25 a second to review; and let John know when you</p>	<p>104</p> <p>1 Do you understand that Mr. Conte  2 was referring to CCMS's sublease application in  3 this email?  4 MR. MARGOLIS: Objection.  5 <b>A. That his published allegations; is</b>  6 <b>that what you said? I didn't hear.</b>  7 Q. Do you understand that Mr. Conte  8 was referring to CCMS's sublease application in  9 this email?  10 <b>A. That's what makes sense, yeah,</b>  11 <b>because Shamash, Nigel, is on there and he's not</b>  12 <b>on the board, so it must have been -- yes. The</b>  13 <b>answer is yes.</b>  14 Q. Do you know why Mr. Conte would  15 have said it was customary that the applicant  16 appear for an interview?  17 <b>A. No.</b>  18 Q. Would it be customary for an  19 applicant to appear for an interview if there  20 had only ever been one sublease applicant?  21 <b>A. I mean, it's just terminology.</b>  22 <b>It's, you know, civil writing.</b>  23 Q. But this was nothing that was  24 discussed by the board members as requiring an  25 interview?</p>

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<p>105</p> <p>1 <b>A. No, it required an interview.</b></p> <p>2 Q. What required an interview?</p> <p>3 <b>A. A sublease tenant.</b></p> <p>4 Q. And where is that requirement</p> <p>5 stated?</p> <p>6 <b>A. Well, it says it's stated in the</b></p> <p>7 <b>bylaws.</b></p> <p>8 Q. If you could just reread the</p> <p>9 sentence starting with "According to."</p> <p>10 <b>A. "According to our bylaws, all</b></p> <p>11 <b>sublets must be approved. I am not sure why</b></p> <p>12 <b>anyone would assume otherwise."</b></p> <p>13 Q. Did Mr. Conte state that the</p> <p>14 bylaws require an interview, or did he just</p> <p>15 state that the bylaws require all sublets must</p> <p>16 be approved?</p> <p>17 <b>A. The document speaks for itself, it</b></p> <p>18 <b>says what it says. "According to our bylaws,</b></p> <p>19 <b>all sublets must be approved." I don't have a</b></p> <p>20 <b>comment on that.</b></p> <p>21 Q. Okay. So you're not sure where</p> <p>22 Mr. Conte came up with the idea that --</p> <p>23 <b>A. No. I never had any conversation</b></p> <p>24 <b>with Mr. Conte about this.</b></p> <p>25 Q. Okay. And, again, an interview</p>	<p>107</p> <p>1 know when you need him to scroll.</p> <p>2 <b>A. You want me to read the whole 36</b></p> <p>3 <b>pages?</b></p> <p>4 MR. MARGOLIS: Tara, is there</p> <p>5 something you want to maybe refer him to?</p> <p>6 MS. TURNER: Sure. I'm only</p> <p>7 concerned with one section, but I just want to</p> <p>8 make sure that Mr. Grill feels comfortable that</p> <p>9 he knows what this document is.</p> <p>10 <b>A. Yeah, the document is the</b></p> <p>11 <b>proprietary lease between the building and</b></p> <p>12 <b>Oxford Realty, which I assume is owned by the</b></p> <p>13 <b>Shamash family, or that they have something to</b></p> <p>14 <b>do with Oxford Realty.</b></p> <p>15 Q. So you're --</p> <p>16 <b>A. I'm fine with that.</b></p> <p>17 Q. Just to confirm, you're familiar</p> <p>18 with the document?</p> <p>19 <b>A. Yeah. They have 77 shares, yes,</b></p> <p>20 <b>that's correct. That's the document.</b></p> <p>21 Q. Thank you. And I'm just trying to</p> <p>22 find the page.</p> <p>23 MS. TURNER: John, if you could go</p> <p>24 to page 12; we're primarily concerned with</p> <p>25 section 15.</p>
<p>106</p> <p>1 wasn't required of the software company that was</p> <p>2 subleasing the seventh or eighth floor in --</p> <p>3 <b>A. I don't know that it wasn't</b></p> <p>4 <b>required. I know that I didn't attend one.</b></p> <p>5 MR. MARGOLIS: Nancy, could you</p> <p>6 put my objection in. I think they were</p> <p>7 talking --</p> <p>8 THE REPORTER: There was some</p> <p>9 overtalk there. Okay.</p> <p>10 MR. CASE: Note my objection as</p> <p>11 well.</p> <p>12 MS. TURNER: John, you can take</p> <p>13 this document down.</p> <p>14 John, if you could pull up what</p> <p>15 was premarked as Exhibit C.</p> <p>16 THE TECHNICIAN: Stand by,</p> <p>17 counsel.</p> <p>18 Exhibit C is on screen.</p> <p>19 BY MS. TURNER:</p> <p>20 Q. Mr. Grill, I'll represent that</p> <p>21 this document was used in the deposition of my</p> <p>22 client, Mr. Emory Brooks. It was premarked as</p> <p>23 Defendants' Exhibit C.</p> <p>24 I'll give you some time to review</p> <p>25 it. It is a 36-page document, but just let John</p>	<p>108</p> <p>1 Q. Mr. Grill, if you could just read</p> <p>2 that section to yourself if you need to. Then I</p> <p>3 have some questions.</p> <p>4 (Witness reviewing document)</p> <p>5 <b>A. Okay, I've read it.</b></p> <p>6 Q. Mr. Grill, are you familiar with</p> <p>7 this section of the proprietary lease?</p> <p>8 <b>A. Only as having read it when I</b></p> <p>9 <b>first came into the building and now.</b></p> <p>10 Q. What do you understand this</p> <p>11 section on subletting to mean?</p> <p>12 MR. MARGOLIS: Objection.</p> <p>13 <b>A. I don't exactly know what it</b></p> <p>14 <b>means.</b></p> <p>15 Q. Does section 15 discuss the</p> <p>16 process for considering subleases?</p> <p>17 <b>A. The subheading is "Subletting."</b></p> <p>18 <b>So the answer is yes to that. But, you know, I</b></p> <p>19 <b>can't form a conclusion as to what it actually</b></p> <p>20 <b>means.</b></p> <p>21 Q. Does this section state that a</p> <p>22 "Lessee shall not sublet the whole or any part</p> <p>23 of the unit or renew or extend any previously</p> <p>24 authorized sublease, unless consent thereto</p> <p>25 shall have been duly authorized by a resolution</p>



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<p>109</p> <p>1 of the directors or given in writing by a 2 majority of the directors?"</p> <p>3 <b>A. That's what the document says,</b> 4 <b>yes.</b></p> <p>5 Q. What do you understand that to 6 mean?</p> <p>7 <b>A. I don't have the -- I mean, the</b> 8 <b>document says what it says. I don't have an</b> 9 <b>understanding specifically of what that -- a</b> 10 <b>conclusion as to what that actually means.</b></p> <p>11 Q. Does this mean that board approval 12 is required for subleases?</p> <p>13 <b>A. That's what I would read it as,</b> 14 <b>but it may have a reading, it may have a</b> 15 <b>conclusion different than that. I didn't write</b> 16 <b>it, and I'm not an attorney, so I can't tell you</b> 17 <b>what specifically it says, other than what it</b> 18 <b>says.</b></p> <p>19 Q. Does this section provide that 20 board approval can be given by resolution of the 21 directors or by a majority of the directors in 22 writing?</p> <p>23 <b>A. Okay. That's fine.</b></p> <p>24 Q. Is that what you understand it to 25 mean?</p>	<p>111</p> <p>1 sublessee?</p> <p>2 <b>A. No.</b></p> <p>3 Q. Does this section also state 4 that --</p> <p>5 <b>A. But it doesn't -- and it doesn't</b> 6 <b>say that it can't. I mean, it's both -- it</b> 7 <b>doesn't address that issue at all.</b></p> <p>8 Q. Does this section also state that: 9 "A lessee shall not sublet the whole or any part 10 of the unit or renew or extend any previously 11 authorized sublease, unless consent thereto 12 shall have been duly authorized by resolution of 13 the directors or given in writing by a majority 14 of the directors, or if the directors shall have 15 failed or refused to give such consent then by 16 lessee's owning at least 65 percent of the then 17 issued shares of the lessor"?</p> <p>18 What do you understand that second 19 part of that sentence to mean, the 65 percent?</p> <p>20 <b>A. I understand it to mean there's a</b> 21 <b>mathematical calculation by which an alternative</b> 22 <b>method of adopting a subletting tenant to come</b> 23 <b>into the building.</b></p> <p>24 Q. Do you understand it to mean that 25 if the board denies a sublease, that</p>
<p>110</p> <p>1 MR. MARGOLIS: Objection.</p> <p>2 <b>A. I don't have a conclusion of what</b> 3 <b>I -- of what it means. I'm not sure what you're</b> 4 <b>getting at here. I mean, I can't form -- I</b> 5 <b>can't form a conclusion as to what that</b> 6 <b>subletting statement actually means. As far as</b> 7 <b>I understand it to mean, is that subletting</b> 8 <b>requires a majority of the board to approve the</b> 9 <b>lease.</b></p> <p>10 Q. And it can be by a resolution or 11 in writing by a majority of the directors, 12 correct?</p> <p>13 <b>A. Okay. Are you telling me or am</b> 14 <b>I --</b></p> <p>15 Q. It's a question. Is that what you 16 understand this to mean?</p> <p>17 MR. MARGOLIS: Objection.</p> <p>18 <b>A. Yeah, I don't have a conclusion as</b> 19 <b>to what it means. What it means to me is that</b> 20 <b>the board has to be consulted and give its</b> 21 <b>consent by majority rule as to allowing a sublet</b> 22 <b>to come into the building. That's what it</b> 23 <b>means.</b></p> <p>24 Q. Does section 15 at all mention a 25 meeting or an interview with the potential</p>	<p>112</p> <p>1 shareholders representing at least 65 percent of 2 the then issued shares can approve a sublease?</p> <p>3 MR. MARGOLIS: Objection.</p> <p>4 <b>A. I don't understand it to mean -- I</b> 5 <b>can't form a conclusion as to what it actually</b> 6 <b>means.</b></p> <p>7 Q. So you don't know the process?</p> <p>8 <b>A. I don't, no.</b></p> <p>9 Q. To approve subleases?</p> <p>10 <b>A. No. Number one, I've never seen</b> 11 <b>it before. I never had to address it before;</b> 12 <b>let's put it that way.</b></p> <p>13 Q. You've stated multiple times today 14 that there was another subtenant in the seventh 15 or eighth floor.</p> <p>16 <b>A. Yes. At the time Shamash was</b> 17 <b>owner-occupied and he was there, so he took in a</b> 18 <b>tenant. He remained in the space. That's a</b> 19 <b>different situation.</b></p> <p>20 Q. But it was also a subtenant. He 21 was not affiliated with the software company?</p> <p>22 <b>A. I don't know that.</b></p> <p>23 MR. MARGOLIS: Objection.</p> <p>24 MS. TURNER: John, we're finished 25 with this document.</p>


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<p>113</p> <p>1 John, I have one more document I</p> <p>2 want to look at. If you could pull up what is</p> <p>3 in the link labeled "Doc 3."</p> <p>4 THE TECHNICIAN: Stand by,</p> <p>5 counsel, one moment.</p> <p>6 (Exhibit Grill TT marked for</p> <p>7 identification.)</p> <p>8 THE TECHNICIAN: The document is</p> <p>9 on screen now. It has been marked as Exhibit</p> <p>10 TT.</p> <p>11 BY MS. TURNER:</p> <p>12 Q. Mr. Grill, if you could just take</p> <p>13 a second to see if you're familiar with this</p> <p>14 document. It is a lengthy document. We're only</p> <p>15 going to be focusing on one section, but I want</p> <p>16 to make sure that you feel comfortable answering</p> <p>17 questions.</p> <p>18 MR. MARGOLIS: Objection. What do</p> <p>19 you want him to do with this in order to be</p> <p>20 comfortable to be able to answer questions about</p> <p>21 this document?</p> <p>22 MS. TURNER: If he needs to review</p> <p>23 every page, we can definitely walk through every</p> <p>24 page.</p> <p>25 MR. MARGOLIS: Why don't I suggest</p>	<p>115</p> <p>1 what is this document?</p> <p>2 <b>A. I think it's the offering plan.</b></p> <p>3 <b>I'm not sure of the wording because I do not</b></p> <p>4 <b>have the title page up on my screen, but it</b></p> <p>5 <b>looks to be the offering plan for the</b></p> <p>6 <b>cooperative at 129-31 West 27th Street.</b></p> <p>7 MR. MARGOLIS: John, you might put</p> <p>8 the first page up of the document so the witness</p> <p>9 can see what the first page says.</p> <p>10 THE WITNESS: I was pretty close.</p> <p>11 Yeah, cool.</p> <p>12 Q. Good memory.</p> <p>13 <b>A. Yeah.</b></p> <p>14 MS. TURNER: John, we're going to</p> <p>15 focus on pages 39 and 40. There's a section</p> <p>16 that overlaps both of those pages. And it's 39</p> <p>17 and 40 of the PDF, not the -- perfect.</p> <p>18 Actually, John, if we could go to</p> <p>19 page 39 first, just so Mr. Grill can see the</p> <p>20 title. Okay.</p> <p>21 Q. Mr. Grill, do you recognize this</p> <p>22 section of the document at all?</p> <p>23 <b>A. No, not offhand.</b></p> <p>24 Q. But you understand the title is</p> <p>25 the "Summary of Principal Terms of Proprietary</p>
<p>114</p> <p>1 that maybe John slowly scroll it, start working</p> <p>2 its way down so that the witness can see what</p> <p>3 this document is in its generality, and then</p> <p>4 maybe you could ask him about whether he's ever</p> <p>5 seen this document before, and then you can</p> <p>6 proceed from there.</p> <p>7 MS. TURNER: Sounds good. Thanks,</p> <p>8 Barry.</p> <p>9 John, if you can just slowly</p> <p>10 scroll through.</p> <p>11 (Witness reviewing document.)</p> <p>12 MR. MARGOLIS: John, if you could</p> <p>13 stop for a moment.</p> <p>14 Joe, do you need anymore for her</p> <p>15 to show you for her to ask you whether you've</p> <p>16 seen this document before?</p> <p>17 THE WITNESS: No. You can ask me.</p> <p>18 BY MS. TURNER:</p> <p>19 Q. Mr. Grill, do you recognize this</p> <p>20 document?</p> <p>21 <b>A. The last time I saw this document</b></p> <p>22 <b>was prior to 1990- -- well, sometime in 1996.</b></p> <p>23 <b>So, do I recognize what it is? Yes. Do I</b></p> <p>24 <b>recognize it specifically? No.</b></p> <p>25 Q. Understood. Just for the record,</p>	<p>116</p> <p>1 Lease"?</p> <p>2 <b>A. Yes.</b></p> <p>3 MS. TURNER: John, can you go back</p> <p>4 down to Section 2.</p> <p>5 Q. If you could just read Section 2</p> <p>6 to yourself, Mr. Grill.</p> <p>7 Actually, if you could read it a</p> <p>8 loud.</p> <p>9 <b>A. Sure. "2. He" -- well, that's</b></p> <p>10 <b>pretty sexist -- "may not sell his shares or</b></p> <p>11 <b>assign his proprietary lease, nor sublet the</b></p> <p>12 <b>unit, without first obtaining the consent of the</b></p> <p>13 <b>Board of Directors as provided in the</b></p> <p>14 <b>proprietary lease, which consent may not be</b></p> <p>15 <b>unreasonably withheld, or (if the board shall</b></p> <p>16 <b>have failed or refused to give its consent) by</b></p> <p>17 <b>written consent or vote of shareholders owning</b></p> <p>18 <b>at least 65 percent of the cooperative</b></p> <p>19 <b>corporation's outstanding shares."</b></p> <p>20 Shall I continue?</p> <p>21 Q. Yes, please. And you're going to</p> <p>22 continue one more sentence.</p> <p>23 <b>A. "Refusal to give such consent may</b></p> <p>24 <b>not be based upon race, color, creed, national</b></p> <p>25 <b>origin, sex, age, disability, marital status or</b></p>

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<p>117</p> <p>1 other grounds proscribed by law. An assignment  2 is not effective unless the additional  3 requirements of the proprietary lease (see  4 paragraph 16 thereof) are met and, with respect  5 to a subletting, the board or shareholders may  6 impose such conditions as they desire. In  7 addition, a charge, determined by the Board of  8 Directors, may be collected to cover reasonable  9 legal fees and other expenses of the cooperative  10 corporation (including charges of the managing  11 agent) in connection with such assignment or  12 subletting. No other transfer fee may be  13 imposed unless approved by the vote of  14 shareholders owning at least 65 and two-thirds  15 percent of the cooperative corporation's  16 outstanding shares."  17 MR. MARGOLIS: Just for the  18 record, it says 66. Mr. Grill, can you just  19 look back at that and make sure that you  20 misspoke and said 65 instead of 66?  21 A. I apologize. 66, dash, and  22 two-thirds. So, a super majority, I guess. 66  23 and two-thirds. I apologize, I misread it.  24 Q. Thank you, Mr. Grill.  25 What do you understand -- or,</p>	<p>119</p> <p>1 in five seconds. Not only that, I would be  2 embarrassed if any of that, for myself, if any  3 of that was in fact. Disability, I'm disabled.  4 Age, my parents worked with me into their 90s.  5 Sex, I don't care about it. Origin, national  6 origin, people that I know from everywhere in  7 the world. Race, color, creed, that's all human  8 attributes. Fine, great.  9 No. I'm not sure what you're  10 getting at. Are you saying -- you know, we take  11 sensitivity training for our company, from a  12 company, so I've taken that also, as a  13 corporate. As a board member specifically for  14 the cooperative, we're all operating as  15 individuals who adhere to this on a natural and  16 daily basis. So, I don't know what else you  17 want me to say.  18 Q. Does the co-op, including the  19 board, have any formal anti-discrimination  20 policy?  21 A. Yeah, we don't discriminate.  22 Q. Where is that policy formalized?  23 A. In my head.  24 Q. But it's not in writing anywhere?  25 A. I --</p>
<p>118</p> <p>1 actually, the first part of Section 2 that is on  2 page 34, is this consistent with section 15 that  3 we just looked at in the proprietary lease?  4 MR. MARGOLIS: Objection.  5 A. I mean, that calls for a  6 conclusion, legal conclusion, I would think, but  7 it seems to reflect the same terminology.  8 Q. Thank you.  9 And now we're going to focus on  10 the first sentence of the next page beginning  11 with "Refusal to give such consent."  12 Mr. Grill, what steps does the  13 board take to ensure it doesn't discriminate  14 against sublease applicants?  15 A. We don't discriminate against  16 anybody.  17 Q. What proactive steps does the  18 board take to make sure that you don't  19 discriminate?  20 MR. MARGOLIS: Objection.  21 A. I live my life not discriminating,  22 so I don't need to take additional steps as a  23 board member to ensure that I'm not going to be  24 discriminating. I don't discriminate based on  25 any of these things. I would be out of business</p>	<p>120</p> <p>1 MR. CASE: Do you mean other than  2 in the proprietary lease that you're looking at?  3 A. That's what I'm -- there it is. I  4 mean --  5 Q. This isn't --  6 A. It's right there.  7 Q. -- proprietary lease.  8 (Reporter clarification.)  9 A. It's in black and white, it's  10 right there. "Refusal to give such consent may  11 not be based." It's formalized. We also don't  12 do it, but it's also formalized right there.  13 And when we sign on as  14 shareholders, we sign on to the terms and  15 conditions of the operating agreement, of the  16 proprietary leases and of this particular  17 document. Otherwise, you can't come into the  18 building. That's the formal document, right  19 there. Very clear.  20 Q. Besides this document, is there  21 any other anti-discrimination policy that you  22 know of, formalized --  23 A. Yes. We don't discriminate.  24 Q. And that's in writing somewhere  25 else?</p>

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<p>121</p> <p>1 A. It may be, it may not be. It</p> <p>2 doesn't have to be because we agree that we</p> <p>3 are -- at least I am -- I'm agreeing to the</p> <p>4 terms and conditions by which I bought into the</p> <p>5 cooperative; and part of that is this sentence.</p> <p>6 I also live my life that way.</p> <p>7 So, no, I don't need to go to look</p> <p>8 at a formal piece of one word document that says</p> <p>9 refusal to give such consent may not be based</p> <p>10 upon race, color, creed, national origin. One,</p> <p>11 I've already done that. And, two, then it</p> <p>12 becomes a question of do you live your life that</p> <p>13 way. And yes, I live my life that way. So, I</p> <p>14 don't know what else to tell you. The document</p> <p>15 speaks for itself, once again.</p> <p>16 Q. Thank you.</p> <p>17 A. And I'm entitled to legal fees and</p> <p>18 expenses for the cooperative to review a sublet</p> <p>19 assignment. Oh, that's interesting; I didn't</p> <p>20 know that.</p> <p>21 Q. So, have you ever reviewed this</p> <p>22 section of the offering plan before?</p> <p>23 A. As I said, when I first moved into</p> <p>24 the building, I looked over the operating</p> <p>25 agreement and this document, to make sure it was</p>	<p>123</p> <p>1 in terms of doing it for and only exclusively on</p> <p>2 behalf of the board, no.</p> <p>3 Q. As a board member, have you ever</p> <p>4 had discussions with other board members about</p> <p>5 ways to prevent possible discrimination when</p> <p>6 interviewing applicants?</p> <p>7 A. We've only had one, so it was</p> <p>8 never necessary, really, before. But now that</p> <p>9 you bring it up, sounds like a good idea.</p> <p>10 MS. TURNER: Okay. John, you can</p> <p>11 take this document down.</p> <p>12 Q. I just have one last question,</p> <p>13 Mr. Grill. What was your impression of</p> <p>14 Mr. Brooks at the January 14th, 2020 interview?</p> <p>15 MR. MARGOLIS: Objection.</p> <p>16 A. My impression of Mr. Brooks was</p> <p>17 that he was a professional and a real advocate</p> <p>18 for his clients, and I appreciated that.</p> <p>19 MS. TURNER: Okay. Thank you.</p> <p>20 That's all I have.</p> <p>21 MR. MARGOLIS: I have nothing for</p> <p>22 the witness. Michael?</p> <p>23 MR. CASE: I have nothing.</p> <p>24 (Deposition concluded 1:06 p.m.)</p> <p>25 -o0o-</p>
<p>122</p> <p>1 not in conflict with the business that I wanted</p> <p>2 to bring into it, which was a modeling agency.</p> <p>3 You know, when I came into the</p> <p>4 building, this building was predominantly</p> <p>5 manufacturing, light manufacturing. But I</p> <p>6 wanted to make sure there was nothing in this</p> <p>7 document, you know, that the building was not</p> <p>8 allowing us to come for some reason. But after</p> <p>9 that, no, I never looked at it again until right</p> <p>10 now.</p> <p>11 Q. Mr. Grill, are board members</p> <p>12 vetted or interviewed by third parties prior to</p> <p>13 their nomination and election?</p> <p>14 A. No.</p> <p>15 Q. As a board member, do you -- are</p> <p>16 you familiar with local, state and federal laws</p> <p>17 regarding discrimination?</p> <p>18 A. I'm familiar with the laws of</p> <p>19 discrimination and all the rest, yes.</p> <p>20 Q. And just to confirm, you touched</p> <p>21 on this a little bit, but do board members</p> <p>22 complete any regular training on</p> <p>23 anti-discrimination?</p> <p>24 A. I don't know that they do, other</p> <p>25 than for their own businesses, which we do. But</p>	<p>124</p> <p>1 REPORTER'S CERTIFICATION</p> <p>2</p> <p>3 I, NANCY C. BENDISH, Certified</p> <p>4 Court Reporter and Notary Public of the States</p> <p>5 of New York and New Jersey, do hereby certify</p> <p>6 that, prior to the commencement of the</p> <p>7 aforementioned examination, JOSEPH M. GRILL was</p> <p>8 sworn by me to testify the truth, the whole</p> <p>9 truth and nothing but the truth.</p> <p>10 I DO FURTHER CERTIFY that the</p> <p>11 foregoing is a true and accurate transcript of</p> <p>12 the testimony as taken stenographically by and</p> <p>13 before me at the time, place, and on the date</p> <p>14 hereinbefore set forth.</p> <p>15 I DO FURTHER CERTIFY that I am</p> <p>16 neither a relative nor employee nor attorney nor</p> <p>17 counsel of any party in this action and that I</p> <p>18 am neither a relative nor employee of such</p> <p>19 attorney or counsel, and that I am not</p> <p>20 financially interested in the event nor outcome</p> <p>21 of this action.</p> <p>22 </p> <p>23 NANCY C. BENDISH, CCR, RMR, CRR</p> <p>24 Realtime Systems Administrator</p> <p>25 Certificate No. XI00836</p> <p>Dated: February 20, 2023</p>

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